

COMBINED SPECIAL MEETING/WORK SESSION AGENDA

CITY COUNCIL COMBINED SPECIAL
MEETING/WORK SESSION
TUESDAY, SEPTEMBER 8, 2015

COUNCIL CHAMBERS
211 WEST ASPEN AVENUE
6:00 P.M.

SPECIAL MEETING

1. **Call to Order**
2. **Pledge of Allegiance**
3. **Roll Call**

NOTE: One or more Councilmembers may be in attendance telephonically or by other technological means.

MAYOR NABOURS
VICE MAYOR BAROTZ
COUNCILMEMBER BREWSTER
COUNCILMEMBER EVANS

COUNCILMEMBER ORAVITS
COUNCILMEMBER OVERTON
COUNCILMEMBER PUTZOVA

4. **Consideration and Adoption of Ordinance No. 2015-18:** An ordinance to enter into a second Amendment to Development Agreement (DA) with Nestle-Purina Petcare Company to extend the agreement and underlying lease for up to six months ***(Possible extension of development agreement with Nestle-Purina).***

RECOMMENDED ACTION:

At the September 8, 2015, Combined Special Council Meeting/Work Session:

- 1) Read Ordinance No. 2015-18 by title only for the first time
- 2) City Clerk reads Ordinance No. 2015-18 by title only (if approved above)

At the September 15, 2015, Regular Council Meeting:

- 3) Read Ordinance No. 2015-18 by title only for the final time
- 4) City Clerk reads Ordinance No. 2015-18 by title only (if approved above)
- 5) Adopt Ordinance No. 2015-18

5. **Adjournment**

WORK SESSION

1. **Call to Order**

2. Public Participation

Public Participation enables the public to address the council about items that are not on the prepared agenda. Public Participation appears on the agenda twice, at the beginning and at the end of the work session. You may speak at one or the other, but not both. Anyone wishing to comment at the meeting is asked to fill out a speaker card and submit it to the recording clerk. When the item comes up on the agenda, your name will be called. You may address the Council up to three times throughout the meeting, including comments made during Public Participation. Please limit your remarks to three minutes per item to allow everyone to have an opportunity to speak. At the discretion of the Chair, ten or more persons present at the meeting and wishing to speak may appoint a representative who may have no more than fifteen minutes to speak.

3. Preliminary Review of Draft Agenda for the September 15, 2015, City Council Meeting *

** Public comment on draft agenda items may be taken under "Review of Draft Agenda Items" later in the meeting, at the discretion of the Mayor. Citizens wishing to speak on agenda items not specifically called out by the City Council for discussion under the second Review section may submit a speaker card for their items of interest to the recording clerk.*

A. Review of Ordinance No. 2015-16: Revisions to the City's Animal Keeping Code
(**SEE 9/15/15 AGENDA PACKET ITEM 15-A FOR INFORMATION**)

B. Review of Consideration and Approval of Contract : Street Lighting in Support of Dark Skies RFP 2015-69 (**Approve contract with Monrad Engineering, Inc. for the development of an installation and light management plan in the amount of \$100,000**)
(**SEE 9/15/15 AGENDA PACKET ITEM 15-B FOR INFORMATION**)

4. Visit Cool Update**RECOMMENDED ACTION:**

Update only - no action required

5. Update on Management Plans Related to Plastic Bags**6. Boards and Commissions: Process Update****7. Policy discussion on proposed amendments to Chapters 10-10 and 10-20 of the Flagstaff Zoning Code****8. Review of Draft Agenda Items for the September 15, 2015, City Council Meeting***

** Public comment on draft agenda items will be taken at this time, at the discretion of the Mayor.*

9. Public Participation**10. Informational Items To/From Mayor, Council, and City Manager; future agenda item requests****11. Adjournment**

CERTIFICATE OF POSTING OF NOTICE

The undersigned hereby certifies that a copy of the foregoing notice was duly posted at Flagstaff City Hall on _____,
at _____ a.m./p.m. in accordance with the statement filed by the City Council with the City Clerk.

Dated this _____ day of _____, 2015.

Elizabeth A. Burke, MMC, City Clerk

CITY OF FLAGSTAFF

STAFF SUMMARY REPORT

To: The Honorable Mayor and Council

From: John Saltonstall, Business Retention & Expansion Manager

Co-Submitter: David McIntire, Asst to CM for RE/Acting Com. Inv. Mgr.

Date: 08/31/2015

Meeting Date: 09/08/2015



TITLE:

Consideration and Adoption of Ordinance No. 2015-18: An ordinance to enter into a second Amendment to Development Agreement (DA) with Nestle-Purina Petcare Company to extend the agreement and underlying lease for up to six months ***(Possible extension of development agreement with Nestle-Purina)***.

RECOMMENDED ACTION:

At the September 8, 2015, Combined Special Council Meeting/Work Session:

- 1) Read Ordinance No. 2015-18 by title only for the first time
- 2) City Clerk reads Ordinance No. 2015-18 by title only (if approved above)

At the September 15, 2015, Regular Council Meeting:

- 3) Read Ordinance No. 2015-18 by title only for the final time
- 4) City Clerk reads Ordinance No. 2015-18 by title only (if approved above)
- 5) Adopt Ordinance No. 2015-18

Executive Summary:

Nestle-Purina and the City of Flagstaff request a six month extension of the existing development agreement and underlying lease which are scheduled to expire October 14, 2015. This extension is to achieve original purposes and to explore feasibility of voluntary installation of equipment to achieve measurable odor mitigation related to expanded production.

If, within the six month extension period, Nestle-Purina has not identified a means agreeable to the City to substantially mitigate odor related to production the Development Agreement and underlying lease will expire in April 2016.

If Nestle-Purina has identified a means to objectively and substantially mitigate odor related to production, Nestle-Purina and City staff will return to council requesting further extension not to exceed three years to achieve the original purpose and will include specific measurable outcomes to be met.

In the not too distant future, a new rule from the Governmental Accounting Standards Board (GASB) will require cities to disclose tax abatements such as the one entailed in this amendment. The new GASB rule will impact Flagstaff in our financial statements for the year ending June 30, 2017. The first year of implementation will be for any budget adopted after December 15, 2015.

Financial Impact:

The intention is there will be no financial impacts to the parties or other governmental agencies, unless a third amendment or longer term agreement (beyond April 2016) is achieved and approved. Should the City and Nestle-Purina not reach a longer term agreement, Nestle Purina would be responsible for the taxes owed for 2016. If an agreement is reached, there will be a reduction in taxes received that will impact a number of community partners (including Flagstaff Unified School District, Coconino Community College, County, and the city). Specifics of that number would be provided as a part of any action extending the lease beyond the six month period. Currently, the net reduction in taxes is approximately \$400,000 annually, which tax loss is shared by the community partners and the City.

Connection to Council Goal and/or Regional Plan:**COUNCIL GOALS:**

- #7) Address key issues and processes related to the implementation of the Regional Plan
- #9) Foster relationships and maintain economic development commitment to partners
- 10) Decrease the number of working poor

REGIONAL PLAN:

Goal ED.3. Regional economic development partners support the start-up, retention, and expansion of existing business enterprises.

Has There Been Previous Council Decision on This:

Council approved the Development Agreement and underlying lease with Nestle-Purina in 2003. The agreement and lease were amended in 2008.

Options and Alternatives:

1. Approve the six month extension of the Development Agreement and underlying lease in order to explore options to further the original purpose and mitigate odor related to production.

Pro: This will provide the two parties with the opportunity to determine if an effective and measurable option can be agreed to.

Con: it defers, but does not forgive, property taxes.

2. Approve an extension of the Development Agreement and underlying lease for a period not to exceed three years from the original expiration date of October 14, 2015.

Pro: This provides the time and financial capacity to achieve the original purposes and for the installation of equipment to reduce odor.

Cons: It would reduce tax revenues and there is not a specific measurable goal determined at this time. The community partners also have not had time for consideration.

3. Reject the request to extend the Development Agreement and underlying lease for six months.

Pros: This will result in tax revenues returning to the normal level (add \$400,000 per year to the community partners and the city).

Cons: This action will not support achieving the original purposes (projected tax savings) or reducing the odor impacting the community associated with the Purina expansion and increased production.

Background/History:

Nestle-Purina has been expanding operations in Flagstaff ever since Purina was acquired by Nestle, S.A. in December of 2001. In 2003, Nestle-Purina entered into a development agreement with the City of Flagstaff and underlying lease. Performance requirements of that agreement included 100,000 square foot addition, hiring additional employees, and continuing operations. In 2008, the development agreement was amended to accomplish a number of other development related items including: selling the City two acres of land for a fire station, dedicating right of way to realign Industrial Drive, while Nestle-Purina constructs another 94,000 square feet and provides parking for 292 vehicles, and use all commercially reasonable efforts to add another 50 full time employees. Details of both agreements are included in this packet.

Under the Development Agreement, the City has accepted title to Purina property. This enables the property to be constitutionally exempt from property tax (about \$490,000 per year savings). The City leases the property back to Purina, and Purina pays a Government Property Lease Excise Tax (GPLET) (about \$90,000) per year. Thus, currently the net tax savings for Purina is about \$400,000 per year.

Nestle-Purina has met all requirements thus far while, due to the market correction and reduced property values, falling short of the DA projected tax savings by at least \$600,000 and possibly as high as \$1 million (City staff is still determining the actual number). During this period, production has increased greatly which means Purina's operations are running more frequently, in turn creating more instances when there is the related odor of production. As Nestle-Purina seeks to be a great community partner, they have already been exploring ways to mitigate the related odor from production and are currently studying the issue. To be clear, although the smell is evident, Nestle-Purina continues to meet all air quality and odor requirements at the state and federal levels. Part of being a great community partner inspires Nestle-Purina to explore the often costly measures to mitigate odor.

Key Considerations:

Nestle-Purina is currently exploring methods to objectively and substantially mitigate the odor from production; however, there is currently no funding budgeted to do so. Extending the DA to allow time to develop a plan and measurement strategy provides the time necessary to explore this option. Potentially the extension could result in using the DA for the original purposes (achieve closer to projected tax savings) and apply funds towards odor mitigation efforts to achieve measurable reductions in odor from production. As a large employer, the image of manufacturing is critical to the workforce pipeline for the entire industry. Supporting the expeditious mitigation of the odor contributes to a more appealing workforce option. Additionally, it would have the benefit of assisting economic development in the east and reduce a nuisance to residents.

Expanded Financial Considerations:

The DA and underlying lease allow a business to turn over title of real property to a municipality, which in turn leases the land back to the owner in order to experience relief from property tax for a limited amount of time. This is intended to support business expansion and other public benefits. The city and community partners understand that their revenues are diminished as the business is not paying property taxes; in this case since 2003, Nestle-Purina has experienced a total tax savings of approximately \$2.5 to 3 million while at the same time investing greatly in their operations and now employing approximately 250.

As odor may be off-putting to a workforce pipeline, so too may the odor negatively impact other uses in the area. Increased housing in the area supports many neighborhoods that are impacted by the odor. Business around the Flagstaff Mall are also impacted by the odor. Supporting the effort to mitigate the odor supports the populations and industry that are also in the area.

Community Benefits and Considerations:

The east side of Flagstaff and the Flagstaff Mall could potentially benefit greatly through a reduced nuisance odor. The Mall contributes almost 17% of the total sales tax revenues for the City of Flagstaff. One item that has been mentioned is that businesses are impacted by the odor. Additionally, residents in the area have unfavorably commented about the odor. Nestle-Purina supports numerous families through their hiring and their increased shifts have been a benefit to the community, but the increased production has also increased the odor.

Community Involvement:

Involve - To support the extension of the DA and underlying lease will respond to a diverse population with a unified voice regarding their interest in odor mitigation.

City staff will be contacting community partners to see if there is support for a longer agreement with Purina-Nestle.

Expanded Options and Alternatives:

Another option would be to explore an entirely new DA and lease. Due to changes in state laws, Purina would need to provide direct consideration for any property tax savings, and would need to pay much higher government property lease excise tax (GPLET). Therefore, a new development agreement may not be an effective financial tool.

Attachments:

Ord. 2015-18

Second Amendment to Development Agreement

Second Amendment to Lease

ORDINANCE NO. 2015-18

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF FLAGSTAFF, AUTHORIZING THE CITY OF FLAGSTAFF TO ENTER INTO A SECOND AMENDMENT TO DEVELOPMENT AGREEMENT AMENDING THE DEVELOPMENT AGREEMENT WITH NESTLE PURINA PETCARE COMPANY TO ALLOW TEMPORARY EXTENSION OF AGREEMENT AND UNDERLYING LEASE; PROVIDING FOR REPEAL OF CONFLICTING ORDINANCES, SEVERABILITY, AND ESTABLISHING AN EFFECTIVE DATE

RECITALS:

WHEREAS, the City of Flagstaff desires to enter into a Second Amendment to Development Agreement with Nestle Purina Petcare Company and to temporarily extend the underlying lease of property for the reasons set forth therein.

ENACTMENTS:

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF FLAGSTAFF AS FOLLOWS:

SECTION 1. In General.

The Second Amendment to the Development Agreement between the City of Flagstaff and Nestle Purina Petcare Company attached hereto is hereby approved. The Mayor of the City of Flagstaff is hereby authorized to execute the Second Amendment of the Development Agreement on behalf of the City and all other associated documents.

SECTION 2. Repeal of Conflicting Ordinances.

All ordinances and parts of ordinances in conflict with the provisions of this ordinance or any part of the code adopted herein by reference are hereby repealed.

SECTION 3. Severability.

If any section, subsection, sentence, clause, phrase or portion of this ordinance or any part of the code adopted herein by reference is for any reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions thereof.

SECTION 4. Effective Date.

This ordinance shall become effective thirty (30) days following adoption by the City Council.

PASSED AND ADOPTED by the City Council of the City of Flagstaff this 15th day of September, 2015.

MAYOR

ATTEST:

CITY CLERK

APPROVED AS TO FORM:

CITY ATTORNEY

Attachment: Second Amendment to Development Agreement, with attached Exhibit 1 Second Amendment to Lease and related legal descriptions (Exhibits A, B, C, D)

WHEN RECORDED, RETURN TO:
Elizabeth Burke, City Clerk
City of Flagstaff
211 West Aspen Avenue
Flagstaff, Arizona 86001

DRAFT

SECOND AMENDMENT TO DEVELOPMENT AGREEMENT

The City of Flagstaff, a political subdivision of the state of Arizona ("City") and Nestle Purina Petcare Company, a Missouri corporation ("Purina") enter into this Second Amendment to the Development Agreement effective this 15th day of September, 2015.

RECITALS:

- A. In 2003 the City of Flagstaff ("City") and Nestle Purina Petcare Company ("Purina") entered into a Development Agreement recorded on June 25, 2003 as Instrument No. 3207666, Official Records of Coconino County, Arizona ("Development Agreement") in connection with Purina's expansion of its pet food manufacturing and warehousing facility located in the City of Flagstaff on that real property legally described in Exhibit A ("Original Property").
- B. Pursuant to the Development Agreement, title to the Original Property and Purina's manufacturing facility located thereon (the "Facility") were conveyed to the City and leased back by the City to Purina under the terms and conditions of a Government Property Lease entered into pursuant the provisions of A.R.S. § 42-6201, *et seq.* (the "Lease"). The form of Lease was recorded along with the original Development Agreement in Instrument No. 3207666, Official Records of the Coconino County, Arizona ("Lease").
- C. In 2008 as approved in Ordinance No. 2008-16 the City and Purina entered into a First Amendment to Development Agreement recorded on June 26, 2008 as Instrument No. 3491226, Official Records of the Coconino County, Arizona ("First Amendment") in connection with approximately 34.28 net acres of additional real property legally described in Exhibit B attached hereto ("Additional Property") for the purpose constructing a 94,000 square foot warehouse space addition, and parking facilities for employees and trailers, all as part of a further expansion of the Facility.
- D. Pursuant to the First Amendment, title to the Additional Property and the expanded Facility ("Expanded Facility") were conveyed to the City and leased back by the City to Purina under the terms and conditions of the Lease (which was also amended). The First Amendment to the Lease was recorded on January 16, 2009, Instrument No.

3510882, Official Records of the Coconino County, Arizona ("First Amendment to Lease").

- E. In 2009 pursuant to the First Amendment, the City purchased approximately two (2) acres of the Additional Property from Purina as legally described in Exhibit C attached to this Ordinance ("Fire Station Parcel"), and as conveyed by Special Warranty Deed recorded on June 16, 2009 as Instrument No. 351083 in the Official Records of the Coconino County, Arizona.
- F. In 2015 pursuant to the Development Agreement, Purina conveyed real property to the City for Industrial Drive by Quit Claim deed as recorded on January 1, 2015 as Instrument No. 3711317, Official Records of the Coconino County, Arizona, and as legally described in Exhibit D attached hereto ("Industrial Drive Parcel").
- G. The original purposes of the Development Agreement as amended by the First Amendment were to help fund expansions of the Purina facilities ("Expansions") so as to provide new stable, good-paying employment opportunities for Flagstaff residents; provide for purchase of the Fire Station Parcel, and conveyance of the Industrial Drive Parcel; and provide certain other benefits (collectively "Benefits") via Purina's projected total tax savings of \$3,929,608.00.
- H. The Development Agreement (as amended) and underlying Lease (as amended) are scheduled to expire on or about October 14, 2015.
- I. Although the parties have been performing the terms and conditions of the Development Agreement (as amended) and underlying Lease (as amended), Purina's actual tax savings have been far less than projected.
- J. The Purina Expansions have enabled a substantial increase in production of pet food at the Facility, and there are associated emissions to the atmosphere and odor.
- K. Purina has a Clean Air Act permit from the Arizona Department of Environmental Quality and currently is in compliance with applicable laws, rules and regulations regarding emissions to the atmosphere and odor.
- L. Pursuant to A.R.S. § 42-6203.A.4 the City and Purina desire to temporarily extend the Agreement and underlying Lease for a period commencing on October 14, 2015 and continuing for up to six (6) months to further the original purposes of the Development Agreement and to explore the feasibility of voluntary installation of equipment at the Purina Facility to achieve measurable odor mitigation.

AGREEMENT

NOW THEREFORE, IN CONSIDERATION FOR THE MUTUAL PROMISES CONTAINED HEREIN, THE PARTIES AGREE AS FOLLOWS:

1. Extension Period. The Development Agreement (as amended) is hereby extended from October 14, 2015 to April 15, 2016, unless sooner terminated ("Extension Period.") Either party may terminate this Second Amendment upon giving at least five (5) days written notice to the other party.
2. Second Amendment to Lease. The term of the Lease (as amended) shall be extended to be coterminous with the Development Agreement Extension Period. To accomplish this, the parties shall execute a Second Amendment to Lease in the form attached hereto as Exhibit 1. The City of Flagstaff will record the Second Amendment to Lease within ten (10) days from execution.
3. Research. During the Extension Period, at its own expense, Purina will explore whether it is financially and technically feasible to purchase and install equipment at the Purina facility in Flagstaff to minimize odor from the Purina Facility ("Research"). Upon completion of the Research, the parties will explore whether it is appropriate to extend the Development Agreement for a longer period of time.
4. Contingency. If the parties do not reach a longer term agreement beyond the Extension Period, it is the intention of the parties that the Development Agreement (as amended) and Lease (as amended) shall be deemed to have expired as of October 14, 2015 and that title to property currently leased by the City to Purina shall have automatically reverted to Purina as of October 15, 2015 and/or that Purina will be placed in same the financial position for purposes of property tax and the government property lease excise tax as if such transfer had occurred. The parties will make good faith efforts to achieve that financial equilibrium.
5. Effect. All other terms and conditions of the Development Agreement (as amended) shall remain in effect.

NESTLE PURINA PETCARE COMPANY

By: _____

Its: _____

CITY OF FLAGSTAFF

By: Mayor Nabours

Attest:

By: Elizabeth Burke, City Clerk

Approved as to form:

By:

City Attorney's Office

Attachments: Exhibit 1, with attached Exhibits A, B, C, D

S:\Legal\Civil Matters\2014\2014-626 Purina Scrubbers Air Quality\Second Amendment- Extension 9-2-15.docx

WHEN RECORDED, RETURN TO:

Elizabeth Burke, City Clerk

City of Flagstaff

211 West Aspen Avenue

Flagstaff, Arizona 86001

DRAFT

SECOND AMENDMENT TO LEASE

The City of Flagstaff, a political subdivision of the state of Arizona ("City" or "Landlord") and Nestle Purina Petcare Company, a Missouri corporation ("Purina" or "Tenant") enter into this Second Amendment to Lease effective 15Th day of September, 2015.

RECITALS:

- M. Landlord and Tenant entered into a Lease in 2003, and First Amendment to Lease in 2008. The form of Lease is set forth in the recorded Development Agreement referenced below, and the First Amendment to Lease is recorded in Instrument No. 3491226, Official Records of the Coconino County, Arizona (collectively "Lease").
- N. The Leased Property consists of the land legally described in Exhibit A ("Original Property"), and Exhibit B ("Additional Property") and Purina facilities located on such land, but excludes certain parcels subsequently conveyed to the City and legally described as Exhibit C ("Fire Station Parcel") and Exhibit D ("Industrial Drive Parcel"). The Fire Station Parcel was conveyed to the City by Special Warranty Deed and recorded on January 16, 2009 in Instrument No. 3510883 in the Official Records of the Coconino County, Arizona. The Industrial Drive Parcel was conveyed to the City by Quit Claim Deed and recorded on January 12, 2015 Instrument No. 3711317 in the Official Records of the Coconino County, Arizona.
- O. City/Landlord and Purina/Tenant entered into a Development Agreement in 2003, and First Amendment to Lease in 2008. Those documents are recorded in Instrument Nos. 3207666 and 3491226, Official Records of the Coconino County, Arizona ("Development Agreement").
- P. Pursuant to A.R.S. § 42-6203.A.4 the City and Purina have approved a Second Amendment to Development Agreement to temporarily extend the Development Agreement and underlying Lease for a period commencing October 14, 2015 and continuing for up to six (6) months to further the original purposes of the Development Agreement and to explore the feasibility of voluntary installation of equipment at the Purina Facility to achieve measurable odor mitigation.

AGREEMENT

NOW THEREFORE, IN CONSIDERATION FOR THE MUTUAL PROMISES CONTAINED HEREIN, THE PARTIES AGREE AS FOLLOWS:

6. Extension Period. The Lease is hereby extended from October 14, 2015 to April 15, 2016, unless sooner terminated ("Extension Period.") Either party may terminate the Second Amendment upon giving at least five (5) days written notice to the other party. The Development Agreement and Lease term shall be coterminous.
7. Effect. All other terms and conditions of the Lease shall remain in effect.

TENANT: NESTLE PURINA PETCARE COMPANY

By: _____
Its: _____

LANDLORD: CITY OF FLAGSTAFF

By: Mayor Nabours
Attest:

By: Elizabeth Burke, City Clerk
Approved as to form:

By: _____
City Attorney's Office

Attachments: Exhibits A, B, C, D

WHEN RECORDED, RETURN TO:

Elizabeth Burke, City Clerk

City of Flagstaff

211 West Aspen Avenue

Flagstaff, Arizona 86001

**SECOND AMENDMENT
TO
DEVELOPMENT AGREEMENT**

The City of Flagstaff, a political subdivision of the state of Arizona ("City") and Nestle Purina Petcare Company, a Missouri corporation ("Purina") enter into this Second Amendment to the Development Agreement effective this 15th day of September, 2015.

RECITALS:

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- B. Pursuant to the Development Agreement, title to the Original Property and Purina's manufacturing facility located thereon (the "Facility") were conveyed to the City and leased back by the City to Purina under the terms and conditions of a Government Property Lease entered into pursuant the provisions of A.R.S. § 42-6201, *et seq.* (the "Lease"). The form of Lease was recorded along with the original Development Agreement in Instrument No. 3207666, Official Records of the Coconino County, Arizona ("Lease").
- C. In 2008 as approved in Ordinance No. 2008-16 the City and Purina entered into a First Amendment to Development Agreement recorded on June 26, 2008 as Instrument No. 3491226, Official Records of the Coconino County, Arizona ("First Amendment") in connection with approximately 34.28 net acres of additional real property legally described in Exhibit B attached hereto ("Additional Property") for the purpose constructing a 94,000 square foot warehouse space addition, and parking facilities for employees and trailers, all as part of a further expansion of the Facility.
- D. Pursuant to the First Amendment, title to the Additional Property and the expanded Facility ("Expanded Facility") were conveyed to the City and leased back by the City to Purina under the terms and conditions of the Lease (which was also amended). The First Amendment to the Lease was recorded on January 16, 2009, Instrument No.

3510882, Official Records of the Coconino County, Arizona ("First Amendment to Lease").

- E. In 2009 pursuant to the First Amendment, the City purchased approximately two (2) acres of the Additional Property from Purina as legally described in Exhibit C attached to this Ordinance ("Fire Station Parcel"), and as conveyed by Special Warranty Deed recorded on June 16, 2009 as Instrument No. 351083 in the Official Records of the Coconino County, Arizona.
- F. In 2015 pursuant to the Development Agreement, Purina conveyed real property to the City for Industrial Drive by Quit Claim deed as recorded on January 1, 2015 as Instrument No. 3711317, Official Records of the Coconino County, Arizona, and as legally described in Exhibit D attached hereto ("Industrial Drive Parcel").
- G. The original purposes of the Development Agreement as amended by the First Amendment were to help fund expansions of the Purina facilities ("Expansions") so as to provide new stable, good-paying employment opportunities for Flagstaff residents; provide for purchase of the Fire Station Parcel, and conveyance of the Industrial Drive Parcel; and provide certain other benefits (collectively "Benefits") via Purina's projected total tax savings of \$3,929,608.00.
- H. The Development Agreement (as amended) and underlying Lease (as amended) are scheduled to expire on or about October 14, 2015.
- I. Although the parties have been performing the terms and conditions of the Development Agreement (as amended) and underlying Lease (as amended), Purina's actual tax savings have been far less than projected.
- J. The Purina Expansions have enabled a substantial increase in production of pet food at the Facility, and there are associated emissions to the atmosphere and odor.
- K. Purina has a Clean Air Act permit from the Arizona Department of Environmental Quality and currently is in compliance with applicable laws, rules and regulations regarding emissions to the atmosphere and odor.
- L. Pursuant to A.R.S. § 42-6203.A.4 the City and Purina desire to temporarily extend the Agreement and underlying Lease for a period commencing on October 14, 2015 and continuing for up to six (6) months to further the original purposes of the Development Agreement and to explore the feasibility of voluntary installation of equipment at the Purina Facility to achieve measurable odor mitigation.

AGREEMENT

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2. Second Amendment to Lease. The term of the Lease (as amended) shall be extended to be coterminous with the Development Agreement Extension Period. To accomplish this, the parties shall execute a Second Amendment to Lease in the form attached hereto as Exhibit 1. The City of Flagstaff will record the Second Amendment to Lease within ten (10) days from execution.
3. Research. During the Extension Period, at its own expense, Purina will explore whether it is financially and technically feasible to purchase and install equipment at the Purina facility in Flagstaff to minimize odor from the Purina Facility ("Research"). Upon completion of the Research, the parties will explore whether it is appropriate to extend the Development Agreement for a longer period of time.
4. Contingency. If the parties do not reach a longer term agreement beyond the Extension Period, it is the intention of the parties that the Development Agreement (as amended) and Lease (as amended) shall be deemed to have expired as of October 14, 2015 and that title to property currently leased by the City to Purina shall have automatically reverted to Purina as of October 15, 2015 and/or that Purina will be placed in same the financial position for purposes of property tax and the government property lease excise tax as if such transfer had occurred. The parties will make good faith efforts to achieve that financial equilibrium.
5. Effect. All other terms and conditions of the Development Agreement (as amended) shall remain in effect.

NESTLE PURINA PETCARE COMPANY

By: _____

Its: _____

CITY OF FLAGSTAFF

By: Mayor Nabours

Attest:

By: Elizabeth Burke, City Clerk

Approved as to form:

By: _____

City Attorney's Office

Attachments: Exhibit 1, with attached Exhibits A, B, C, D

S:\Legal\Civil Matters\2014\2014-626 Purina Scrubbers Air Quality\Second Amendment- Extension 9-2-15.docx

EXHIBIT "A" [REDACTED]

Legal Description of Property



Landmark Engineering & Surveying, Inc.

flagstaff

William McHenry L.S.I.T.
wmchenry@landmarkes.com

Barry Giles, R.L.S. (California)
bgiles@landmarkes.com

Martin Etcheverry, R.L.S.
metcheverry@landmarkes.com

David Dow, R.L.S.
ddow@landmarkes.com

FOUNDED 1979

sedona

p.o. box 1907
sedona, az 86339
(928) 282-7104 voice
(928) 282-7171 fax
www.landmarkes.com
tgraham@landmarkes.com
Wm. Tod Graham I.R.L.S.
president

January 6, 2003
Job No.: 102509

LEGAL DESCRIPTION PURINA WEST PARCEL

A parcel of land being a portion of the "Purina Tract" as described in Exhibit "A" of that certain document recorded in Docket 476, Pages 41-46 (rec.) of the Coconino County Recorder's Office and being situated in the North half of Section 8, Township 21 North, Range 8 East of the Gila and Salt River Meridian in Coconino County, Arizona, said parcel being more particularly described as follows:

Commencing at a $\frac{3}{4}$ " O.D. iron pipe with no identification found in a handhole at the Northwest corner of said Section 8 and from which a square headed bolt found at the West quarter corner of said Section 8, lies S $01^{\circ}10'00''$ E (basis of bearings per rec.) a distance of 2,665.67 feet;

Thence from said Northwest corner of Section 8, S $01^{\circ}10'00''$ E (rec. same) a distance 2,567.77 (2,573.23 rec.) feet along the West line of said North half of Section 8 to a point on the North right-of-way line of Interstate Highway 40 (I-40) and from which a 60d nail with no identification was found lying S $88^{\circ}19'56''$ W a distance of 0.57 foot;

Thence N $88^{\circ}19'56''$ E (N $87^{\circ}30'55''$ E rec.) a distance of 124.09 (125.81 rec.) feet along said North right-of-way line to an Arizona Highway Department (A.H.D.) brass cap right-of-way monument found in concrete at the beginning of a non-tangent curve;

Thence Easterly along said North right-of-way line being a curve to the right and concave to the South having a chord bearing and length of N $78^{\circ}06'43''$ E - 107.80 feet, radius of 14,523.95 (rec. same) and central angle of $0^{\circ}25'31''$, an arc distance of 107.80 (106.09 rec.) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at the Southwest corner of said "Purina Tract" which is the POINT OF BEGINNING;

Thence N $01^{\circ}10'00''$ W (rec. same) a distance of 533.05 (527.54 rec.) feet along the West boundary of said "Purina Tract", which is a line that lies 230.00 feet East of and parallel with said West line of the North half of Section 8, to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at an angle point in said West boundary;

Thence N $26^{\circ}36'03''$ W (rec. same) a distance of 535.54 (rec. same) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at the intersection of said West line of the North half of Section 8 with the South right-of-way line of the Burlington Northern and Santa Fe Railway (BNSF) (formerly Atchison, Topeka and Santa Fe Railway);

Thence N $84^{\circ}23'13''$ E (N $84^{\circ}23'24''$ E rec.) a distance of 177.33 (198.30 rec.) feet along said South right-of-way line of the BNSF Railway to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of $2^{\circ}00'00''$, an arc distance of 96.51 (96.52 rec.) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;



Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 1,332.69 (rec. same) and central angle of 12°00'00", an arc distance of 279.12 (rec. same) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of 2°00'00", an arc distance of 96.51 (96.52 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Tangency;

Thence S 79°36'47" E (S 79°40'09" E rec.) a distance of 510.00 feet along said South right-of-way line of the BNSF Railway to a point that lies 100.0 feet southerly of the centerline of the South Main (Westbound) rails of said BNSF Railway;

Thence S 79°36'47" E (S 79°40'09" E rec.) a distance of 413.49 feet along said South right-of-way line of the BNSF Railway, which lies 100.0 feet southerly of and parallel with said centerline of the South Main (Westbound) rails, to a ½" re-bar with plastic cap stamped "LS 14184" set at the intersection of said South right-of-way line with the Northerly projection of the centerline of steel columns aligned along the East wall of the Purina building as it existed in November of the year 2002;

Thence S 10°22'23" W a distance of 364.83 feet along said centerline projection and said centerline of steel columns to an angle point in said East wall;

Thence N 79°37'37" W a distance of 115.06 feet along said centerline of steel columns to an angle point in said East wall;

Thence S 10°22'23" W a distance of 331.18 feet along said centerline of steel columns and the southerly projection of said centerline to a ½" re-bar with plastic cap stamped "LS 14184" set on said North right-of-way line of I-40;

Thence Westerly along said North right-of-way line of I-40, being a non-tangent curve to the left and concave to the South having a chord bearing and length of S 80°27'22" W - 1,080.42 feet, radius of 14,523.95 (rec. same) feet and central angle of 4°15'47", an arc distance of 1,080.67 feet to the POINT OF BEGINNING.



Landmark Engineering & Surveying, Inc.

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FOUNDED 1979

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Wm. Tod Graham I.R.L.S.
president

January 6, 2003
Job No.: 102509

LEGAL DESCRIPTION PURINA EAST PARCEL

A parcel of land being a portion of the "Purina Tract" as described in Exhibit "A" of that certain document recorded in Docket 476, Pages 41-46 (rec.) of the Coconino County Recorder's Office and being situated in the North half of Section 8, Township 21 North, Range 8 East of the Gila and Salt River Meridian in Coconino County, Arizona, said parcel being more particularly described as follows:

Commencing at a ¾" O.D. iron pipe with no identification found in a handhole at the Northwest corner of said Section 8 and from which a square headed bolt found at the West quarter corner of said Section 8, lies S 01°10'00" E (basis of bearings per rec.) a distance of 2,665.67 feet;

Thence from said Northwest corner of Section 8, S 01°10'00" E (rec. same) a distance 2,567.77 (2,573.23 rec.) feet along the West line of said North half of Section 8 to a point on the North right-of-way line of Interstate Highway 40 (I-40) and from which a 60d nail with no identification was found lying S 88°19'56" W a distance of 0.57 foot;

Thence N 88°19'56" E (N 87°30'55" E rec.) a distance of 124.09 (125.81 rec.) feet along said North right-of-way line to an Arizona Highway Department (A.H.D.) brass cap right-of-way monument found in concrete at the beginning of a non-tangent curve;

Thence Easterly along said North right-of-way line being a curve to the right and concave to the South having a chord bearing and length of N 78°06'43" E - 107.80 feet, radius of 14,523.95 (rec. same) and central angle of 0°25'31", an arc distance of 107.80 (106.09 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at the Southwest corner of said "Purina Tract";

Thence N 01°10'00" W (rec. same) a distance of 533.05 (527.54 rec.) feet along the West boundary of said "Purina Tract", which is a line that lies 230.00 feet East of and parallel with said West line of the North half of Section 8, to a ½" re-bar with plastic cap stamped "LS 14184" set at an angle point in said West boundary;

Thence N 26°36'03" W (rec. same) a distance of 535.54 (rec. same) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at the intersection of said West line of the North half of Section 8 with the South right-of-way line of the Burlington Northern and Santa Fe Railway (BNSF) (formerly Atchison, Topeka and Santa Fe Railway);

Thence N 84°23'13" E (N 84°23'24" E rec.) a distance of 177.33 (198.30 rec.) feet along said South right-of-way line of the BNSF Railway to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of 2°00'00", an arc distance of 96.51 (96.52 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 1,332.69 (rec.



same) and central angle of $12^{\circ}00'00''$, an arc distance of 279.12 (rec. same) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of $2^{\circ}00'00''$, an arc distance of 96.51 (96.52 rec.) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Tangency;

Thence $S 79^{\circ}36'47'' E$ ($S 79^{\circ}40'09'' E$ rec.) a distance of 510.00 feet along said South right-of-way line of the BNSF Railway to a point that lies 100.0 feet southerly of the centerline of the South Main (Westbound) rails of said BNSF Railway;

Thence $S 79^{\circ}36'47'' E$ ($S 79^{\circ}40'09'' E$ rec.) a distance of 413.49 feet along said South right-of-way line of the BNSF Railway, which lies 100.0 feet southerly of and parallel with said centerline of the South Main (Westbound) rails, to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at the intersection of said South right-of-way line with the Northerly projection of the centerline of steel columns aligned along the East wall of the Purina building as it existed in November of the year 2002, said intersection being the POINT OF BEGINNING;

Thence $S 10^{\circ}22'23'' W$ a distance of 364.83 feet along said centerline projection and said centerline of steel columns to an angle point in said East wall;

Thence $N 79^{\circ}37'37'' W$ a distance of 115.06 feet along said centerline of steel columns to an angle point in said East wall;

Thence $S 10^{\circ}22'23'' W$ a distance of 331.18 feet along said centerline of steel columns and the southerly projection of said centerline to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set on said North right-of-way line of I-40;

Thence Easterly along said North right-of-way line of I-40, being a non-tangent curve to the right and concave to the South having a chord bearing and length of $S 89^{\circ}31'08'' E$ —3,989.06 feet, radius of 14,523.95 (rec. same) feet and central angle of $15^{\circ}47'11''$, an arc distance of 4,001.70 feet to a point on the East line of said North half of Section 8, from which an A.H.D. brass cap right-of-way monument found in concrete lies $S 81^{\circ}37'31'' E$ a distance of 0.19 foot;

Thence $N 00^{\circ}21'19'' E$ a distance of 9.94 feet along said East line of the North half of Section 8 to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set on said South right-of-way line of the BNSF Railway which lies 100.0 feet southerly of and parallel with said centerline of the South Main (Westbound) rails; and from said set re-bar, an A.H.D. brass cap right-of-way monument found in concrete lies $N 01^{\circ}35'58'' E$ a distance of 2.48 feet;

Thence $N 79^{\circ}36'47'' W$ ($N 79^{\circ}40'09'' W$ & $N 79^{\circ}43'03'' W$ rec.) a distance of 3,812.96 feet along said South right-of-way line of the BNSF Railway to the POINT OF BEGINNING.



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Wm.Tod Graham I.R.L.S.
president

January 6, 2003

Job No.: 102509

LEGAL DESCRIPTION PURINA EASEMENT

A strip of land 50.00 feet wide being a portion of the "Purina Tract" as described in Exhibit "A" of that certain document recorded in Docket 476, Pages 41-46 (rec.) of the Coconino County Recorder's Office and being situated in the North half of Section 8, Township 21 North, Range 8 East of the Gila and Salt River Meridian in Coconino County, Arizona, said strip of land being more particularly defined as lying 25.00 feet on each side of the following described centerline:

Commencing at a ¾" O.D. iron pipe with no identification found in a handhole at the Northwest corner of said Section 8 and from which a square headed bolt found at the West quarter corner of said Section 8, lies S 01°10'00" E (basis of bearings per rec.) a distance of 2,665.67 feet;

Thence from said Northwest corner of Section 8, S 01°10'00" E (rec. same) a distance 2,567.77 (2,573.23 rec.) feet along the West line of said North half of Section 8 to a point on the North right-of-way line of Interstate Highway 40 (I-40) and from which a 60d nail with no identification was found lying S 88°19'56" W a distance of 0.57 foot;

Thence N 88°19'56" E (N 87°30'55" E rec.) a distance of 124.09 (125.81 rec.) feet along said North right-of-way line to an Arizona Highway Department (A.H.D.) brass cap right-of-way monument found in concrete at the beginning of a non-tangent curve;

Thence Easterly along said North right-of-way line being a curve to the right and concave to the South having a chord bearing and length of N 78°06'43" E - 107.80 feet, radius of 14,523.95 (rec. same) and central angle of 0°25'31", an arc distance of 107.80 (106.09 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at the Southwest corner of said "Purina Tract";

Thence N 01°10'00" W (rec. same) a distance of 35.42 feet along the West boundary of said "Purina Tract", which is a line that lies 230.00 feet East of and parallel with said West line of the North half of Section 8, to the POINT OF BEGINNING of centerline (side lines of strip begin on said West boundary of the "Purina Tract");

Thence N 75°42'07" E a distance of 237.77 feet;

Thence N 80°14'11" E a distance of 384.51 feet;

Thence N 82°03'30" E a distance of 469.59 feet to the point of terminus of centerline on the East boundary of the "Purina West Parcel", said point lies N 80°27'22" E a distance of 1,080.42 feet, thence N 10°22'23" E a distance of 45.84 feet from said Southwest corner of the "Purina Tract" (side lines of strip end on said East boundary of the "Purina West Parcel").



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ENGINEERING & SURVEYING, INC.

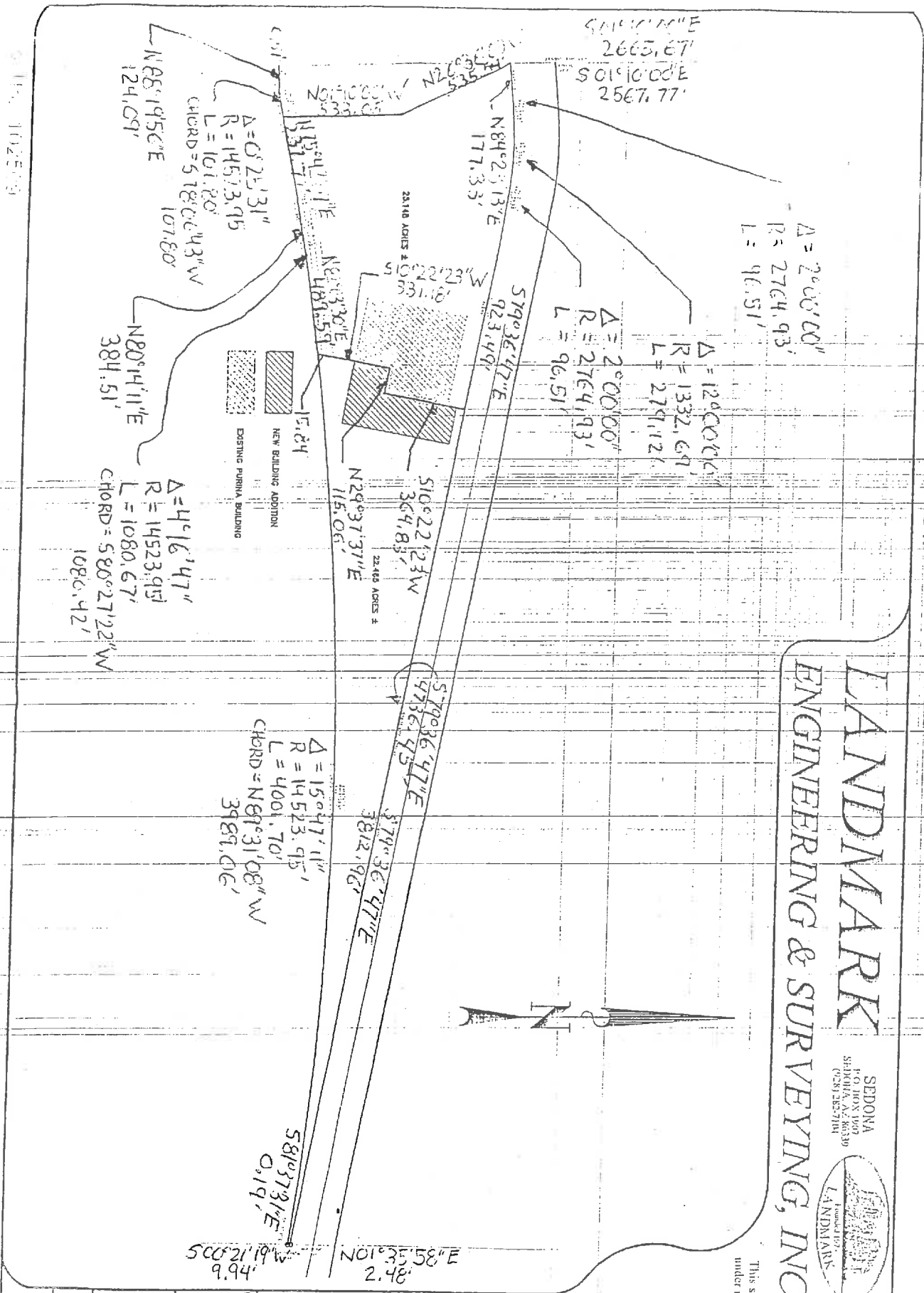
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This survey was performed
under my direct supervision



Date:	January 07, 2007
Revisions:	
Project Manager	
Survey Crew	
CAD by:	J. Rogers
Checked by:	T. Graham
Contour Interval	N. A.
Scale:	1" = 400'
Project Name	102509
File Name	boundary.dwg
Sheet	1 of 1
Job No.	102509

EXHIBIT "B"

PARCEL 1 AS DESCRIBED IN DOCKET 662, PAGE 74 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF THE SOUTH HALF OF THE NORTHEAST QUARTER OF SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING SOUTH OF THE SOUTHERLY RIGHT OF WAY LINE OF THE BNSF/ATSF RAILROAD AND NORTHERLY OF THE INTERSTATE 40 RIGHT OF WAY AND OFF RAMP AS SHOWN ON THE ADOT RIGHT-OF-WAY MAP PROJECT #1-40-4-701, SHEET 5 OF 5 DATED 1973 (HEREINAFTER REFERRED TO AS R2) AND EAST OF U.S. HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS, AND EXCEPT THAT CERTAIN PARCEL OF LAND SET FORTH IN A SPECIAL WARRANTY DEED TO ADOT AND RECORDED IN INSTRUMENT 3390420 (HEREINAFTER REFERRED TO AS R6) MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHEAST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 7, A POINT FROM WHICH THE NORTHEAST CORNER OF SECTION 7 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2,662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE EAST LINE OF SECTION 7 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE EAST LINE OF SECTION 7 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 486.55 FEET TO A POINT HEREINAFTER REFERRED TO AS "POINT A";

THENCE CONTINUING SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 286.32 FEET TO A POINT WHICH LIES ALONG THE EAST-WEST MID-SECTION LINE OF SECTION 7;

THENCE SOUTH 89 DEGREES 50 MINUTES 25 SECONDS WEST ALONG SAID EAST-WEST MID-SECTION LINE, A DISTANCE OF 24.83 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 236.69 FEET, THROUGH A CENTRAL ANGLE OF 12 DEGREES 22 MINUTES 28 SECONDS, THE RADIUS OF WHICH IS 1,095.92 FEET, WITH A CHORD BEARING OF NORTH 71 DEGREES 22 MINUTES 37 SECONDS WEST, AND WITH A CHORD LENGTH OF 236.23 FEET;

THENCE NORTH 66 DEGREES 35 MINUTES 27 SECONDS WEST A DISTANCE OF 150.22 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 428.93 FEET, THROUGH A CENTRAL ANGLE OF 35 DEGREES 47 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 686.63 FEET, WITH A CHORD BEARING OF NORTH 84 DEGREES 31 MINUTES 14 SECONDS WEST, AND WITH A CHORD LENGTH OF 421.99 FEET, TO THE SOUTHEASTERLY CORNER OF SAID R6;

THENCE NORTH 44 DEGREES 48 MINUTES 59 SECONDS WEST, A DISTANCE OF 423.39 FEET TO THE NORTHEASTERLY CORNER OF R6;

THENCE SOUTH 45 DEGREES 11 MINUTES 28 SECONDS WEST, A DISTANCE OF 40.00 FEET TO A POINT WHICH LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 44 DEGREES 04 MINUTES 37 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 220.05 FEET TO THE SOUTHWESTERLY CORNER OF THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3263227;

THENCE NORTH 57 DEGREES 11 MINUTES 14 SECONDS EAST, A DISTANCE OF 227.12 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE THE ARC LENGTH OF WHICH IS 185.05 FEET, THROUGH A CENTRAL ANGLE OF 24 DEGREES 24 MINUTES 32 SECONDS, THE RADIUS OF WHICH IS 434.37 FEET, WITH A CHORD BEARING OF NORTH 69 DEGREES 24 MINUTES 18 SECONDS EAST, AND WITH A CHORD LENGTH OF 183.65 FEET, TO THE SOUTHEASTERLY CORNER OF SAID INSTRUMENT 3263227;

THENCE NORTH 01 DEGREES 04 MINUTES 11 SECONDS WEST A DISTANCE OF 109.74 FEET TO THE NORTHEASTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 324.48 FEET, THROUGH A CENTRAL ANGLE OF 07 DEGREES 23 MINUTES 37 SECONDS, THE RADIUS OF WHICH IS 2,514.51 FEET, WITH A CHORD BEARING OF SOUTH 72 DEGREES 50 MINUTES 29 SECONDS WEST, AND WITH A CHORD LENGTH OF 324.25 FEET;

THENCE SOUTH 69 DEGREES 08 MINUTES 29 SECONDS WEST A DISTANCE OF 191.45 FEET, TO THE NORTHWESTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 43 DEGREES 46 MINUTES 26 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE A DISTANCE OF 54.29 FEET TO A POINT WHICH LIES ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY;

THENCE NORTH 69 DEGREES 09 MINUTES 46 SECONDS EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, A DISTANCE OF 561.60 FEET TO AN ANGLE POINT;

THENCE NORTH 84 DEGREES 23 MINUTES 34 SECONDS EAST ALONG SAID SOUTHERLY RIGHT OF WAY LINE, A DISTANCE OF 1,679.81 FEET TO A POINT WHICH LIES ALONG THE EAST LINE OF SECTION 7;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST ALONG SAID EAST LINE, A DISTANCE OF 1,037.83 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3417898 AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE ABOVE REFERENCED "POINT A";

THENCE NORTH 07 DEGREES 46 MINUTES 52 SECONDS WEST A DISTANCE OF 50.59 FEET TO A FOUND 1/2 INCH REBAR AND THE TRUE POINT OF BEGINNING;

THENCE SOUTH 82 DEGREES 28 MINUTES 39 SECONDS WEST, A DISTANCE OF 147.62 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 330.15 FEET, THROUGH A CENTRAL ANGLE OF 27 DEGREES 57 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 676.58 FEET, WITH A CHORD BEARING OF NORTH 83 DEGREES 32 MINUTES 02 SECONDS WEST, AND WITH A CHORD LENGTH OF 326.88 FEET;

THENCE NORTH 07 DEGREES 32 MINUTES 26 SECONDS WEST A DISTANCE OF 422.82 FEET;

THENCE NORTH 82 DEGREES 31 MINUTES 11 SECONDS EAST A DISTANCE OF 464.96 FEET;

THENCE SOUTH 07 DEGREES 31 MINUTES 15 SECONDS EAST A DISTANCE OF 501.49 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN SPECIAL WARRANTY DEED AS 2008-3491528 OF OFFICIAL RECORDS AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL NO. 1:

THE FOLLOWING IS A DESCRIPTION OF A PARCEL OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 652, PAGE 74, COCONINO COUNTY RECORDS (CCR), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR);

THENCE SOUTH 07 DEGREES 32 MINUTES 25 SECONDS EAST (BASIS OF BEARINGS) ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 420.55 FEET TO A POINT WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 28 MINUTES 30 SECONDS WEST;

THENCE NORTHWESTERLY 33.78 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 52 MINUTES 08 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 273.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 25 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET;

THENCE NORTHERLY 110.67 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 74.91 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 255.98 FEET;

THENCE NORTHEASTERLY ALONG THE SOUTHERLY LINE THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT 153.03 FEET THROUGH A CENTRAL ANGLE OF 34 DEGREES 15 MINUTES 08 SECONDS;

THENCE SOUTH 07 DEGREES 32 MINUTES 26 SECONDS EAST A DISTANCE OF 97.27 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 2:

THE FOLLOWING IS A DESCRIPTION OF A 2.00 FOOT WIDE STRIP OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 662, PAGE 74, COCONINO COUNTY RECORDS (CCR) (BASIS OF BEARINGS IS THE NORTH LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND

MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR); WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 676.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 21 MINUTES 37 SECONDS WEST;

THENCE NORTHWESTERLY 35.27 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 59 MINUTES 11 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 275.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 48 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 318.49 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 22 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 397.77 FEET;

THENCE NORTHERLY 109.92 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 49 MINUTES 59 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE ON A NON-TANGENT LINE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 2.01 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS NORTH 73 DEGREES 50 MINUTES 31 SECONDS EAST;

THENCE SOUTHERLY 110.67 FEET THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE EAST HAVING A RADIUS OF 273.00 FEET;

THENCE SOUTHEASTERLY AND SOUTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS;

THENCE ON A NON-TANGENT LINE SOUTH 64 DEGREES 56 MINUTES 15 SECONDS EAST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 39 SECONDS WEST;

THENCE SOUTHEASTERLY 34.07 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 53 MINUTES 38 SECONDS;

THENCE SOUTH 07 DEGREES 34 MINUTES 32 SECONDS EAST ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 2.26 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL 2 AS DESCRIBED IN DOCKET 662, PAGE 75 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF SECTION 8, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING NORTH OF THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40, SOUTH OF THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY AND WEST OF THAT CERTAIN PARCEL OF LAND KNOWN AS THE RALSTON PURINA PROPERTY AS RECORDED IN INSTRUMENT 3242297, HEREINAFTER REFERRED TO AS R5, SAID PARCEL OF LAND IS MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 8, A POINT FROM WHICH THE NORTHWEST CORNER OF SECTION 8 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE WEST LINE OF SECTION 8 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 1,037.83 FEET TO THE NORTHWEST CORNER OF SAID RALSTON PURINA PROPERTY;

THENCE SOUTH 26 DEGREES 36 MINUTES 03 SECONDS EAST A DISTANCE OF 535.54 FEET TO AN ANGLE POINT ALONG THE WEST LINE OF THE RALSTON PURINA PARCEL;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST A DISTANCE OF 533.05 FEET TO THE SOUTHWEST CORNER OF SAID RALSTON PURINA PARCEL, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 107.47 FEET, THROUGH A CENTRAL ANGLE OF 00 DEGREES 25 MINUTES 26 SECONDS, THE RADIUS OF WHICH IS 14,523.95 FEET, WITH A CHORD BEARING OF SOUTH 78 DEGREES 03 MINUTES 40 SECONDS WEST, AND WITH A CHORD LENGTH OF 107.47 FEET;

THENCE SOUTH 88 DEGREES 20 MINUTES 38 SECONDS WEST A DISTANCE OF 124.43 FEET TO THE POINT OF BEGINNING.

EXHIBIT "C"

PARCEL 1 AS DESCRIBED IN DOCKET 662, PAGE 74 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF THE SOUTH HALF OF THE NORTHEAST QUARTER OF SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING SOUTH OF THE SOUTHERLY RIGHT OF WAY LINE OF THE BNSF/ATSF RAILROAD AND NORTHERLY OF THE INTERSTATE 40 RIGHT OF WAY AND OFF RAMP AS SHOWN ON THE ADOT RIGHT-OF-WAY MAP PROJECT #1-40-4-701, SHEET 5 OF 5 DATED 1973 (HEREINAFTER REFERRED TO AS R2) AND EAST OF U.S. HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS, AND EXCEPT THAT CERTAIN PARCEL OF LAND SET FORTH IN A SPECIAL WARRANTY DEED TO ADOT AND RECORDED IN INSTRUMENT 3390420 (HEREINAFTER REFERRED TO AS R6) MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHEAST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 7, A POINT FROM WHICH THE NORTHEAST CORNER OF SECTION 7 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2,662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE EAST LINE OF SECTION 7 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE EAST LINE OF SECTION 7 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 486.55 FEET TO A POINT HEREINAFTER REFERRED TO AS "POINT A";

THENCE CONTINUING SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 286.32 FEET TO A POINT WHICH LIES ALONG THE EAST-WEST MID-SECTION LINE OF SECTION 7;

THENCE SOUTH 89 DEGREES 50 MINUTES 25 SECONDS WEST ALONG SAID EAST-WEST MID-SECTION LINE, A DISTANCE OF 24.83 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 236.69 FEET, THROUGH A CENTRAL ANGLE OF 12 DEGREES 22 MINUTES 28 SECONDS, THE RADIUS OF WHICH IS 1,095.92 FEET, WITH A CHORD BEARING OF NORTH 71 DEGREES 22 MINUTES 37 SECONDS WEST, AND WITH A CHORD LENGTH OF 236.23 FEET;

THENCE NORTH 66 DEGREES 35 MINUTES 27 SECONDS WEST A DISTANCE OF 150.22 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 428.93 FEET, THROUGH A CENTRAL ANGLE OF 35 DEGREES 47 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 686.63 FEET, WITH A CHORD BEARING OF NORTH 84 DEGREES 31 MINUTES 14 SECONDS WEST, AND WITH A CHORD LENGTH OF 421.99 FEET, TO THE SOUTHEASTERLY CORNER OF SAID R6;

THENCE NORTH 44 DEGREES 48 MINUTES 59 SECONDS WEST, A DISTANCE OF 423.39 FEET TO THE NORTHEASTERLY CORNER OF R6;

THENCE SOUTH 45 DEGREES 11 MINUTES 28 SECONDS WEST, A DISTANCE OF 40.00 FEET TO A POINT WHICH LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 44 DEGREES 04 MINUTES 37 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 220.05 FEET TO THE SOUTHWESTERLY CORNER OF THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3263227;

THENCE NORTH 57 DEGREES 11 MINUTES 14 SECONDS EAST, A DISTANCE OF 227.12 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE THE ARC LENGTH OF WHICH IS 185.05 FEET, THROUGH A CENTRAL ANGLE OF 24 DEGREES 24 MINUTES 32 SECONDS, THE RADIUS OF WHICH IS 434.37 FEET, WITH A CHORD BEARING OF NORTH 69 DEGREES 24 MINUTES 18 SECONDS EAST, AND WITH A CHORD LENGTH OF 183.65 FEET, TO THE SOUTHEASTERLY CORNER OF SAID INSTRUMENT 3263227;

THENCE NORTH 01 DEGREES 04 MINUTES 11 SECONDS WEST A DISTANCE OF 109.74 FEET TO THE NORTHEASTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 324.48 FEET, THROUGH A CENTRAL ANGLE OF 07 DEGREES 23 MINUTES 37 SECONDS, THE RADIUS OF WHICH IS 2,514.51 FEET, WITH A CHORD BEARING OF SOUTH 72 DEGREES 50 MINUTES 29 SECONDS WEST, AND WITH A CHORD LENGTH OF 324.25 FEET;

THENCE SOUTH 69 DEGREES 08 MINUTES 29 SECONDS WEST A DISTANCE OF 191.45 FEET, TO THE NORTHWESTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 43 DEGREES 46 MINUTES 26 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE A DISTANCE OF 54.29 FEET TO A POINT WHICH LIES ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY;

THENCE NORTH 69 DEGREES 09 MINUTES 46 SECONDS EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, A DISTANCE OF 561.60 FEET TO AN ANGLE POINT;

THENCE NORTH 84 DEGREES 23 MINUTES 34 SECONDS EAST ALONG SAID SOUTHERLY RIGHT OF WAY LINE, A DISTANCE OF 1,679.81 FEET TO A POINT WHICH LIES ALONG THE EAST LINE OF SECTION 7;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST ALONG SAID EAST LINE, A DISTANCE OF 1,037.83 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3417898 AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE ABOVE REFERENCED "POINT A";

THENCE NORTH 07 DEGREES 46 MINUTES 52 SECONDS WEST A DISTANCE OF 50.59 FEET TO A FOUND 1/2 INCH REBAR AND THE TRUE POINT OF BEGINNING;

THENCE SOUTH 82 DEGREES 28 MINUTES 39 SECONDS WEST, A DISTANCE OF 147.62 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 330.15 FEET, THROUGH A CENTRAL ANGLE OF 27 DEGREES 57 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 676.58 FEET, WITH A CHORD BEARING OF NORTH 83 DEGREES 32 MINUTES 02 SECONDS WEST, AND WITH A CHORD LENGTH OF 326.88 FEET;

THENCE NORTH 07 DEGREES 32 MINUTES 26 SECONDS WEST A DISTANCE OF 422.82 FEET;

THENCE NORTH 82 DEGREES 31 MINUTES 11 SECONDS EAST A DISTANCE OF 464.96 FEET;

THENCE SOUTH 07 DEGREES 31 MINUTES 15 SECONDS EAST A DISTANCE OF 501.49 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN SPECIAL WARRANTY DEED AS 2008-3491528 OF OFFICIAL RECORDS AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL NO. 1:

THE FOLLOWING IS A DESCRIPTION OF A PARCEL OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 652, PAGE 74, COCONINO COUNTY RECORDS (CCR), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR);

THENCE SOUTH 07 DEGREES 32 MINUTES 25 SECONDS EAST (BASIS OF BEARINGS) ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 420.55 FEET TO A POINT WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 28 MINUTES 30 SECONDS WEST;

THENCE NORTHWESTERLY 33.78 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 52 MINUTES 08 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 273.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 25 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET;

THENCE NORTHERLY 110.67 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 74.91 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 255.98 FEET;

THENCE NORTHEASTERLY ALONG THE SOUTHERLY LINE THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT 153.03 FEET THROUGH A CENTRAL ANGLE OF 34 DEGREES 15 MINUTES 08 SECONDS;

THENCE SOUTH 07 DEGREES 32 MINUTES 26 SECONDS EAST A DISTANCE OF 97.27 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 2:

THE FOLLOWING IS A DESCRIPTION OF A 2.00 FOOT WIDE STRIP OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 662, PAGE 74, COCONINO COUNTY RECORDS (CCR) (BASIS OF BEARINGS IS THE NORTH LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND

MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR); WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 676.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 21 MINUTES 37 SECONDS WEST;

THENCE NORTHWESTERLY 35.27 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 59 MINUTES 11 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 275.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 48 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 318.49 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 22 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 397.77 FEET;

THENCE NORTHERLY 109.92 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 49 MINUTES 59 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE ON A NON-TANGENT LINE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 2.01 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS NORTH 73 DEGREES 50 MINUTES 31 SECONDS EAST;

THENCE SOUTHERLY 110.67 FEET THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE EAST HAVING A RADIUS OF 273.00 FEET;

THENCE SOUTHEASTERLY AND SOUTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS;

THENCE ON A NON-TANGENT LINE SOUTH 64 DEGREES 56 MINUTES 15 SECONDS EAST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 39 SECONDS WEST;

THENCE SOUTHEASTERLY 34.07 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 53 MINUTES 38 SECONDS;

THENCE SOUTH 07 DEGREES 34 MINUTES 32 SECONDS EAST ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 2.26 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL 2 AS DESCRIBED IN DOCKET 662, PAGE 75 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF SECTION 8, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING NORTH OF THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40, SOUTH OF THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY AND WEST OF THAT CERTAIN PARCEL OF LAND KNOWN AS THE RALSTON PURINA PROPERTY AS RECORDED IN INSTRUMENT 3242297, HEREINAFTER REFERRED TO AS R5, SAID PARCEL OF LAND IS MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 8, A POINT FROM WHICH THE NORTHWEST CORNER OF SECTION 8 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE WEST LINE OF SECTION 8 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 1,037.83 FEET TO THE NORTHWEST CORNER OF SAID RALSTON PURINA PROPERTY;

THENCE SOUTH 26 DEGREES 36 MINUTES 03 SECONDS EAST A DISTANCE OF 535.54 FEET TO AN ANGLE POINT ALONG THE WEST LINE OF THE RALSTON PURINA PARCEL;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST A DISTANCE OF 533.05 FEET TO THE SOUTHWEST CORNER OF SAID RALSTON PURINA PARCEL, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 107.47 FEET, THROUGH A CENTRAL ANGLE OF 00 DEGREES 25 MINUTES 26 SECONDS, THE RADIUS OF WHICH IS 14,523.95 FEET, WITH A CHORD BEARING OF SOUTH 78 DEGREES 03 MINUTES 40 SECONDS WEST, AND WITH A CHORD LENGTH OF 107.47 FEET;

THENCE SOUTH 88 DEGREES 20 MINUTES 38 SECONDS WEST A DISTANCE OF 124.43 FEET TO THE POINT OF BEGINNING.



EXHIBIT "D"

LEGAL DESCRIPTION (Industrial Drive):

A parcel of land, said parcel being a portion of Parcel 1 as described in Instrument No. 3510883 (R) of the Records of Coconino County, Arizona, situated in the Northeast 1/4 of Section 7, Township 21 North, Range 8 East, Gila and Salt River Meridian, Coconino County, Arizona, said parcel of land being more particularly described as follows:

BEGINNING at the point described as "The Northwesterly corner of said Instrument 3263227, said point being lies along the Easterly Right-of-Way line of U.S. Highway 89, also known as the Continental Drive Overpass" in (R), thence N 43° 36' 39" W, along said Easterly Right-of-Way line of U.S. Highway 89, for a distance of 54.27 feet to the South Right-of-Way line of Burlington Northern Santa Fe Railroad;

thence N 69° 20' 45" E, along said South Right-of-Way line, for a distance of 561.61 feet to a point;

thence N 84° 34' 36" E, along said South Right-of-Way line, for a distance of 429.36 feet to a point of curvature;

thence Southeasterly and Southerly along a curve to the right, having a central angle of 90° 00' 00" and a radius of 255.92 feet, for a distance of 402.00 feet, the chord of said curve bears S 50° 25' 24" E for 361.92 feet, to a point of compound curve;

thence Southerly and Southwesterly along a curve to the right, having a central angle of 39° 38' 47" and a radius of 255.98 feet, for a distance of 177.13 feet, the chord of said curve bears S 14° 23' 59" E for 173.62 feet, to point on said curve, said point being the Northeast parcel corner of Exception Parcel No. 1 described in Instrument No. 3510883;

thence continue Southwesterly along the Northerly parcel line of said Parcel 1, along a curve to the right, having a central angle of 34° 15' 08" and a radius of 255.98 feet, for a distance of 153.03 feet, the chord of said curve bears S 51° 20' 57" W for 150.76 feet, to a point of tangency;

thence S 68° 28' 31" W, along said Northerly parcel line, for a distance of 76.99 feet to a nontangent point of curvature, said point being the Easterly easement line of a 50 foot easement described in Docket 547, Page 696;

thence Northerly along said Easterly Easement line, along a curve to the left, having a central angle of 13° 42' 57" and a radius of 397.90 feet, for a distance of 95.25 feet, the chord of said curve bears N 22° 48' 03" W for 95.02 feet, to a nontangent point;

thence S 69° 51' 20" E for a distance of 22.56 feet to a point;

thence N 68° 28' 31" E for a distance of 62.26 feet to a point of curvature;

thence Northeasterly and Northerly along a curve to the left, having a central angle of $73^{\circ} 53' 55''$ and a radius of 175.98 feet, for a distance of 226.97 feet, the chord of said curve bears $N 31^{\circ} 31' 33'' E$ for 211.57 feet, to a point of compound curve;

thence Northerly and Northwesterly along a curve to the left, having a central angle of $90^{\circ} 00' 00''$ and a radius of 175.92 feet, for a distance of 276.33 feet, the chord of said curve bears $N 50^{\circ} 25' 24'' W$ for 248.79 feet, to a point of tangency;

thence $S 84^{\circ} 34' 36'' W$ for a distance of 377.23 feet to a point of curvature;

thence Southwesterly along a curve to the left, having a central angle of $06^{\circ} 02' 13''$ and a radius of 558.50, for a distance of 58.85 feet, the chord of said curve bears $S 81^{\circ} 33' 29'' W$ for 58.82 feet, to a nontangent point on the East parcel line of a parcel of land described in Instrument No. 3263227 (R1);

thence $N 00^{\circ} 51' 02'' W$, along said East parcel line, for a distance of 8.27 feet to the Northeast parcel corner of said Parcel (R1), said point being a nontangent point of curvature;

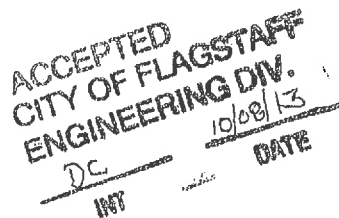
thence Southwesterly along the North parcel line of said Parcel (R1), along a curve to the left, having a central angle of $03^{\circ} 26' 05''$ and a radius of 2514.58 feet, for a distance of 150.74 feet, the chord of said curve bears $S 74^{\circ} 59' 38'' W$ for 150.72 feet, to a point;

thence continue Southwesterly along said North parcel line, along said curve to the left, having a central angle of $03^{\circ} 57' 32''$ and a radius of 2514.58 feet, for a distance of 173.74 feet, the chord of said curve bears $S 71^{\circ} 17' 50'' W$ for 173.71 feet, to a point of tangency;

thence $S 69^{\circ} 19' 04'' W$, along said North parcel line, for a distance of 191.45 feet to the POINT OF BEGINNING,

said parcel contains 2.7458 acres of land, more or less, including any easements of record over the above described parcel, as shown as PARCEL 1 on that "Right-of-Way" map recorded in Instrument No. _____, which is made a part hereof by this reference.

NES # 09-032 Industrial Drive



Right-of-Way

Descriptive Title

City File No. 03-09008



EXHIBIT "A"

LEGAL DESCRIPTION (Parcel 2):

A strip of land, 10 feet in width, said strip of land being a portion of Parcel 1 as described in Instrument No. 3510883 (R) of the Records of Coconino County, Arizona, situated in the Northeast 1/4 of Section 7, Township 21 North, Range 8 East, Gila and Salt River Meridian, Coconino County, Arizona, said strip of land being Northerly, Easterly and Southerly of the following described line:

FROM the point described as "The Northwesterly corner of said Instrument 3263227, said point being lies along the Easterly Right-of-Way line of U.S. Highway 89, also known as the Continental Drive Overpass" in (R), thence N 43° 36' 39" W, along said Easterly Right-of-Way line of U.S. Highway 89, for a distance of 54.27 feet to the South Right-of-Way line of Burlington Northern Santa Fe Railroad;

thence N 69° 20' 45" E, along said South Right-of-Way line, for a distance of 561.61 feet to a point;

thence N 84° 34' 36" E, along said South Right-of-Way line, for a distance of 429.36 feet to a point of curvature, said point being the TRUE POINT OF BEGINNING;

thence Southeasterly and Southerly along a curve to the right, having a central angle of 90° 00' 00" and a radius of 255.92 feet, for a distance of 402.00 feet, the chord of said curve bears S 50° 25' 24" E for 361.92 feet, to a point of compound curve;

thence Southerly and Southwesterly along a curve to the right, having a central angle of 39° 38' 47" and a radius of 255.98 feet, for a distance of 177.13 feet, the chord of said curve bears S 14° 23' 59" E for 173.62 feet, to point on said curve, said point being the Northeast parcel corner of Exception Parcel No. 1 described in Instrument No. 3510883;

thence continue Southwesterly along the Northerly parcel line of said Parcel 1, along a curve to the right, having a central angle of 34° 15' 08" and a radius of 255.98 feet, for a distance of 153.03 feet, the chord of said curve bears S 51° 20' 57" W for 150.76 feet, to a point of tangency;

thence S 68° 28' 31" W, along said Northerly parcel line, for a distance of 76.99 feet to a nontangent point of curvature, said point being the Easterly easement line of a 50 foot easement described in Docket 547. Page 696, said point being the END OF SAID STRIP OF LAND;

the Easterly easement line being extended or shortened to intersect with the Southerly Railroad Right-of-Way line at the North end and the Easterly easement line at the South end,

said parcel contains 0.1808 acres of land, more or less, including any easements of record over the above described parcel, as shown as PARCEL 2 on that "Right-of-Way" map recorded in Instrument No. _____, which is made a part hereof by this reference.

NES # 09-032 Industrial Parcel 2

ACCEPTED
CITY OF FLAGSTAFF
ENGINEERING DIV.
DC 10/26/13
INT DATE



SLOPE EASEMENT
Descriptive Title
City File No. 03-09008

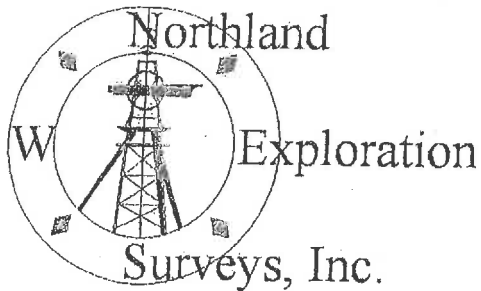


EXHIBIT "A"

LEGAL DESCRIPTION (Parcel 3):

A strip of land, 8 feet in width, said strip of land being a portion of Parcel 1 as described in Instrument No. 3510883 (R) of the Records of Coconino County, Arizona, situated in the Northeast 1/4 of Section 7, Township 21 North, Range 8 East, Gila and Salt River Meridian, Coconino County, Arizona, said strip of land being Northerly, Easterly and Southerly of the following described line:

FROM the point described as "The Northwestern corner of said Instrument 3263227, said point being lies along the Easterly Right-of-Way line of U.S. Highway 89, also known as the Continental Drive Overpass" in (R), thence N 43° 36' 39" W, along said Easterly Right-of-Way line of U.S. Highway 89, for a distance of 54.27 feet to the South Right-of-Way line of Burlington Northern Santa Fe Railroad;

thence N 69° 20' 45" E, along said South Right-of-Way line, for a distance of 561.61 feet to a point;

thence N 84° 34' 36" E, along said South Right-of-Way line, for a distance of 429.36 feet to a point of curvature;

thence Southeasterly and Southerly along a curve to the right, having a central angle of 90° 00' 00" and a radius of 255.92 feet, for a distance of 402.00 feet, the chord of said curve bears S 50° 25' 24" E for 361.92 feet, to a point of compound curve;

thence Southerly and Southwesterly along a curve to the right, having a central angle of 39° 38' 47" and a radius of 255.98 feet, for a distance of 177.13 feet, the chord of said curve bears S 14° 23' 59" E for 173.62 feet, to point on said curve, said point being the Northeast parcel corner of Exception Parcel No. 1 described in Instrument No. 3510883;

thence continue Southwesterly along the Northerly parcel line of said Parcel 1, along a curve to the right, having a central angle of 34° 15' 08" and a radius of 255.98 feet, for a distance of 153.03 feet, the chord of said curve bears S 51° 20' 57" W for 150.76 feet, to a point of tangency;

thence S 68° 28' 31" W, along said Northerly parcel line, for a distance of 76.99 feet to a nontangent point of curvature, said point being the Easterly easement line of a 50 foot easement described in Docket 547. Page 696;

thence Northerly along said Easterly Easement line, along a curve to the left, having a central angle of 13° 42' 57" and a radius of 397.90 feet, for a distance of 95.25 feet, the chord of said curve bears N 22° 48' 03" W for 95.02 feet, to a nontangent point, said point being the TRUE POINT OF BEGINNING;

thence S 69° 51' 20" E for a distance of 22.56 feet to a point;

thence N 68° 28' 31" E for a distance of 62.26 feet to a point of curvature;

thence Northeasterly and Northerly along a curve to the left, having a central angle of 73° 53' 55" and a radius of 175.98 feet, for a distance of 226.97 feet, the chord of said curve bears N 31° 31' 33" E for 211.57 feet, to a point of compound curve;

thence Northerly and Northwesterly along a curve to the left, having a central angle of 90° 00' 00" and a radius of 175.92 feet, for a distance of 276.33 feet, the chord of said curve bears N 50° 25' 24" W for 248.79 feet, to a point of tangency;

thence S 84° 34' 36" W for a distance of 377.23 feet to a point of curvature;

thence Southwesterly along a curve to the left, having a central angle of 06° 02' 13" and a radius of 558.50, for a distance of 58.85 feet, the chord of said curve bears S 81° 33' 29" W for 58.82 feet, to a nontangent point on the East parcel line of a parcel of land described in Instrument No. 3263227 (R1), said point being the **END OF SAID STRIP OF LAND**;

the Westerly easement line being extended or shortened to intersect with the Easterly parcel line of said Parcel (R1) at the North end and the Easterly easement line at the South end,

said strip of land contains 0.1864 acres of land, more or less, including any easements of record over the above described parcel, as shown as **PARCEL 3** on that "Right-of-Way" map recorded in Instrument No. _____, which is made a part hereof by this reference.

NES # 09-032 Industrial Parcel 3

ACCEPTED
CITY OF FLAGSTAFF
ENGINEERING DIV.
DC 10/08/13
INT DATE



SLOPE EASEMENT
Descriptive Title
City File No. 03-09008

EXHIBIT "1"

WHEN RECORDED, RETURN TO:

Elizabeth Burke, City Clerk

City of Flagstaff

211 West Aspen Avenue

Flagstaff, Arizona 86001

SECOND AMENDMENT TO LEASE

The City of Flagstaff, a political subdivision of the state of Arizona ("City" or "Landlord") and Nestle Purina Petcare Company, a Missouri corporation ("Purina" or "Tenant") enter into this Second Amendment to Lease effective 15Th day of September, 2015.

RECITALS:

- A. Landlord and Tenant entered into a Lease in 2003, and First Amendment to Lease in 2008. The form of Lease is set forth in the recorded Development Agreement referenced below, and the First Amendment to Lease is recorded in Instrument No. 3491226, Official Records of the Coconino County, Arizona (collectively "Lease").
- B. The Leased Property consists of the land legally described in Exhibit A ("Original Property"), and Exhibit B ("Additional Property") and Purina facilities located on such land, but excludes certain parcels subsequently conveyed to the City and legally described as Exhibit C ("Fire Station Parcel") and Exhibit D ("Industrial Drive Parcel"). The Fire Station Parcel was conveyed to the City by Special Warranty Deed and recorded on January 16, 2009 in Instrument No. 3510883 in the Official Records of the Coconino County, Arizona. The Industrial Drive Parcel was conveyed to the City by Quit Claim Deed and recorded on January 12, 2015 Instrument No. 3711317 in the Official Records of the Coconino County, Arizona.
- C. City/Landlord and Purina/Tenant entered into a Development Agreement in 2003, and First Amendment to Lease in 2008. Those documents are recorded in Instrument Nos. 3207666 and 3491226, Official Records of the Coconino County, Arizona ("Development Agreement").
- D. Pursuant to A.R.S. § 42-6203.A.4 the City and Purina have approved a Second Amendment to Development Agreement to temporarily extend the Development Agreement and underlying Lease for a period commencing October 14, 2015 and continuing for up to six (6) months to further the original purposes of the Development Agreement and to explore the feasibility of voluntary installation of equipment at the Purina Facility to achieve measurable odor mitigation.

AGREEMENT

NOW THEREFORE, IN CONSIDERATION FOR THE MUTUAL PROMISES CONTAINED HEREIN, THE PARTIES AGREE AS FOLLOWS:

1. Extension Period. The Lease is hereby extended from October 14, 2015 to April 15, 2016, unless sooner terminated ("Extension Period.") Either party may terminate the Second Amendment upon giving at least five (5) days written notice to the other party. The Development Agreement and Lease term shall be coterminous.
2. Effect. All other terms and conditions of the Lease shall remain in effect.

TENANT: NESTLE PURINA PETCARE COMPANY

By: _____

Its: _____

LANDLORD: CITY OF FLAGSTAFF

By: Mayor Nabours

Attest:

By: Elizabeth Burke, City Clerk

Approved as to form:

By: _____

City Attorney's Office

Attachments: Exhibits A, B, C, D

EXHIBIT "A" [REDACTED]

Legal Description of Property



January 6, 2003
Job No.: 102509

LEGAL DESCRIPTION PURINA WEST PARCEL

A parcel of land being a portion of the "Purina Tract" as described in Exhibit "A" of that certain document recorded in Docket 476, Pages 41-46 (rec.) of the Coconino County Recorder's Office and being situated in the North half of Section 8, Township 21 North, Range 8 East of the Gila and Salt River Meridian in Coconino County, Arizona, said parcel being more particularly described as follows:

Commencing at a ¾" O.D. iron pipe with no identification found in a handhole at the Northwest corner of said Section 8 and from which a square headed bolt found at the West quarter corner of said Section 8, lies S 01°10'00" E (basis of bearings per rec.) a distance of 2,665.67 feet;

Thence from said Northwest corner of Section 8, S 01°10'00" E (rec. same) a distance 2,567.77 (2,573.23 rec.) feet along the West line of said North half of Section 8 to a point on the North right-of-way line of Interstate Highway 40 (I-40) and from which a 60d nail with no identification was found lying S 88°19'56" W a distance of 0.57 foot;

Thence N 88°19'56" E (N 87°30'55" E rec.) a distance of 124.09 (125.81 rec.) feet along said North right-of-way line to an Arizona Highway Department (A.H.D.) brass cap right-of-way monument found in concrete at the beginning of a non-tangent curve;

Thence Easterly along said North right-of-way line being a curve to the right and concave to the South having a chord bearing and length of N 78°06'43" E - 107.80 feet, radius of 14,523.95 (rec. same) and central angle of 0°25'31", an arc distance of 107.80 (106.09 rec.) feet to a ½" re-bar with plastic cap stamped "LS-14184" set at the Southwest corner of said "Purina Tract" which is the POINT OF BEGINNING;

Thence N 01°10'00" W (rec. same) a distance of 533.05 (527.54 rec.) feet along the West boundary of said "Purina Tract", which is a line that lies 230.00 feet East of and parallel with said West line of the North half of Section 8, to a ½" re-bar with plastic cap stamped "LS 14184" set at an angle point in said West boundary;

Thence N 26°36'03" W (rec. same) a distance of 535.54 (rec. same) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at the intersection of said West line of the North half of Section 8 with the South right-of-way line of the Burlington Northern and Santa Fe Railway (BNSF) (formerly Atchison, Topeka and Santa Fe Railway);

Thence N 84°23'13" E (N 84°23'24" E rec.) a distance of 177.33 (198.30 rec.) feet along said South right-of-way line of the BNSF Railway to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of 2°00'00", an arc distance of 96.51 (96.52 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;



Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 1,332.69 (rec. same) and central angle of $12^{\circ}00'00''$, an arc distance of 279.12 (rec. same) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of $2^{\circ}00'00''$, an arc distance of 96.51 (96.52 rec.) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Tangency;

Thence $S 79^{\circ}36'47'' E$ ($S 79^{\circ}40'09'' E$ rec.) a distance of 510.00 feet along said South right-of-way line of the BNSF Railway to a point that lies 100.0 feet southerly of the centerline of the South Main (Westbound) rails of said BNSF Railway;

Thence $S 79^{\circ}36'47'' E$ ($S 79^{\circ}40'09'' E$ rec.) a distance of 413.49 feet along said South right-of-way line of the BNSF Railway, which lies 100.0 feet southerly of and parallel with said centerline of the South Main (Westbound) rails, to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at the intersection of said South right-of-way line with the Northerly projection of the centerline of steel columns aligned along the East wall of the Purina building as it existed in November of the year 2002;

Thence $S 10^{\circ}22'23'' W$ a distance of 364.83 feet along said centerline projection and said centerline of steel columns to an angle point in said East wall;

Thence $N 79^{\circ}37'37'' W$ a distance of 115.06 feet along said centerline of steel columns to an angle point in said East wall;

Thence $S 10^{\circ}22'23'' W$ a distance of 331.18 feet along said centerline of steel columns and the southerly projection of said centerline to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set on said North right-of-way line of I-40;

Thence Westerly along said North right-of-way line of I-40, being a non-tangent curve to the left and concave to the South having a chord bearing and length of $S 80^{\circ}27'22'' W$ - 1,080.42 feet, radius of 14,523.95 (rec. same) feet and central angle of $4^{\circ}15'47''$, an arc distance of 1,080.67 feet to the POINT OF BEGINNING.



Landmark Engineering & Surveying, Inc.

flagstaff

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(928) 282-7171 fax

www.landmarkes.com

tgraham@landmarkes.com

Wm. Tod Graham I, R.L.S.
president

January 6, 2003
Job No.: 102509

LEGAL DESCRIPTION PURINA EAST PARCEL

A parcel of land being a portion of the "Purina Tract" as described in Exhibit "A" of that certain document recorded in Docket 476, Pages 41-46 (rec.) of the Coconino County Recorder's Office and being situated in the North half of Section 8, Township 21 North, Range 8 East of the Gila and Salt River Meridian in Coconino County, Arizona, said parcel being more particularly described as follows:

Commencing at a ¾" O.D. iron pipe with no identification found in a handhole at the Northwest corner of said Section 8 and from which a square headed bolt found at the West quarter corner of said Section 8, lies S 01°10'00" E (basis of bearings per rec.) a distance of 2,665.67 feet;

Thence from said Northwest corner of Section 8, S 01°10'00" E (rec. same) a distance 2,567.77 (2,573.23 rec.) feet along the West line of said North half of Section 8 to a point on the North right-of-way line of Interstate Highway 40 (I-40) and from which a 60d nail with no identification was found lying S 88°19'56" W a distance of 0.57 foot;

Thence N 88°19'56" E (N 87°30'55" E rec.) a distance of 124.09 (125.81 rec.) feet along said North right-of-way line to an Arizona Highway Department (A.H.D.) brass cap right-of-way monument found in concrete at the beginning of a non-tangent curve;

Thence Easterly along said North right-of-way line being a curve to the right and concave to the South having a chord bearing and length of N 78°06'43" E - 107.80 feet, radius of 14,523.95 (rec. same) and central angle of 0°25'31", an arc distance of 107.80 (106.09 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at the Southwest corner of said "Purina Tract";

Thence N 01°10'00" W (rec. same) a distance of 533.05 (527.54 rec.) feet along the West boundary of said "Purina Tract", which is a line that lies 230.00 feet East of and parallel with said West line of the North half of Section 8, to a ½" re-bar with plastic cap stamped "LS 14184" set at an angle point in said West boundary;

Thence N 26°36'03" W (rec. same) a distance of 535.54 (rec. same) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at the intersection of said West line of the North half of Section 8 with the South right-of-way line of the Burlington Northern and Santa Fe Railway (BNSF) (formerly Atchison, Topeka and Santa Fe Railway);

Thence N 84°23'13" E (N 84°23'24" E rec.) a distance of 177.33 (198.30 rec.) feet along said South right-of-way line of the BNSF Railway to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of 2°00'00", an arc distance of 96.51 (96.52 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 1,332.69 (rec.



same) and central angle of $12^{\circ}00'00''$, an arc distance of 279.12 (rec. same) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of $2^{\circ}00'00''$, an arc distance of 96.51 (96.52 rec.) feet to a

$\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Tangency;

Thence $S 79^{\circ}36'47'' E$ ($S 79^{\circ}40'09'' E$ rec.) a distance of 510.00 feet along said South right-of-way line of the BNSF Railway to a point that lies 100.0 feet southerly of the centerline of the South Main (Westbound) rails of said BNSF Railway;

Thence $S 79^{\circ}36'47'' E$ ($S 79^{\circ}40'09'' E$ rec.) a distance of 413.49 feet along said South right-of-way line of the BNSF Railway, which lies 100.0 feet southerly of and parallel with said centerline of the South Main (Westbound) rails, to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at the intersection of said South right-of-way line with the Northerly projection of the centerline of steel columns aligned along the East wall of the Purina building as it existed in November of the year 2002, said intersection being the POINT OF BEGINNING;

Thence $S 10^{\circ}22'23'' W$ a distance of 364.83 feet along said centerline projection and said centerline of steel columns to an angle point in said East wall;

Thence $N 79^{\circ}37'37'' W$ a distance of 115.06 feet along said centerline of steel columns to an angle point in said East wall;

Thence $S 10^{\circ}22'23'' W$ a distance of 331.18 feet along said centerline of steel columns and the southerly projection of said centerline to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set on said North right-of-way line of I-40;

Thence Easterly along said North right-of-way line of I-40, being a non-tangent curve to the right and concave to the South having a chord bearing and length of $S 89^{\circ}31'08'' E$ — 3,989.06 feet, radius of 14,523.95 (rec. same) feet and central angle of $15^{\circ}47'11''$, an arc distance of 4,001.70 feet to a point on the East line of said

North half of Section 8, from which an A.H.D. brass cap right-of-way monument found in concrete lies $S 81^{\circ}37'31'' E$ a distance of 0.19 foot;

Thence $N 00^{\circ}21'19'' E$ a distance of 9.94 feet along said East line of the North half of Section 8 to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set on said South right-of-way line of the BNSF Railway which lies 100.0 feet southerly of and parallel with said centerline of the South Main (Westbound) rails, and from said set re-bar, an A.H.D. brass cap right-of-way monument found in concrete lies

$N 01^{\circ}35'58'' E$ a distance of 2.48 feet;

Thence $N 79^{\circ}36'47'' W$ ($N 79^{\circ}40'09'' W$ & $N 79^{\circ}43'03'' W$ rec.) a distance of 3,812.96 feet along said South right-of-way line of the BNSF Railway to the POINT OF BEGINNING.



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Landmark Engineering & Surveying, Inc.

flagstaff

FOUNDED 1979

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tgraham@landmarkes.com

Wm.Tod Graham I.R.L.S.
president

January 6, 2003
Job No.: 102509

LEGAL DESCRIPTION PURINA EASEMENT

A strip of land 50.00 feet wide being a portion of the "Purina Tract" as described in Exhibit "A" of that certain document recorded in Docket 476, Pages 41-46 (rec.) of the Coconino County Recorder's Office and being situated in the North half of Section 8, Township 21 North, Range 8 East of the Gila and Salt River Meridian in Coconino County, Arizona, said strip of land being more particularly defined as lying 25.00 feet on each side of the following described centerline:

Commencing at a ¾" O.D. iron pipe with no identification found in a handhole at the Northwest corner of said Section 8 and from which a square headed bolt found at the West quarter corner of said Section 8, lies S 01°10'00" E (basis of bearings per rec.) a distance of 2,665.67 feet;

Thence from said Northwest corner of Section 8, S 01°10'00" E (rec. same) a distance 2,567.77 (2,573.23 rec.) feet along the West line of said North half of Section 8 to a point on the North right-of-way line of Interstate Highway 40 (I-40) and from which a 60d nail with no identification was found lying S 88°19'56" W a distance of 0.57 foot;

Thence N 88°19'56" E (N 87°30'55" E rec.) a distance of 124.09 (125.81 rec.) feet along said North right-of-way line to an Arizona Highway Department (A.H.D.) brass cap right-of-way monument found in concrete at the beginning of a non-tangent curve;

Thence Easterly along said North right-of-way line being a curve to the right and concave to the South having a chord bearing and length of N 78°06'43" E - 107.80 feet, radius of 14,523.95 (rec. same) and central angle of 0°25'31", an arc distance of 107.80 (106.09 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at the Southwest corner of said "Purina Tract";

Thence N 01°10'00" W (rec. same) a distance of 35.42 feet along the West boundary of said "Purina Tract", which is a line that lies 230.00 feet East of and parallel with said West line of the North half of Section 8, to the POINT OF BEGINNING of centerline (side lines of strip begin on said West boundary of the "Purina Tract");

Thence N 75°42'07" E a distance of 237.77 feet;

Thence N 80°14'11" E a distance of 384.51 feet;

Thence N 82°03'30" E a distance of 469.59 feet to the point of terminus of centerline on the East boundary of the "Purina West Parcel", said point lies N 80°27'22" E a distance of 1,080.42 feet, thence N 10°22'23" E a distance of 45.84 feet from said Southwest corner of the "Purina Tract" (side lines of strip end on said East boundary of the "Purina West Parcel").



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LANDMARK

ENGINEERING & SURVEYING, INC.

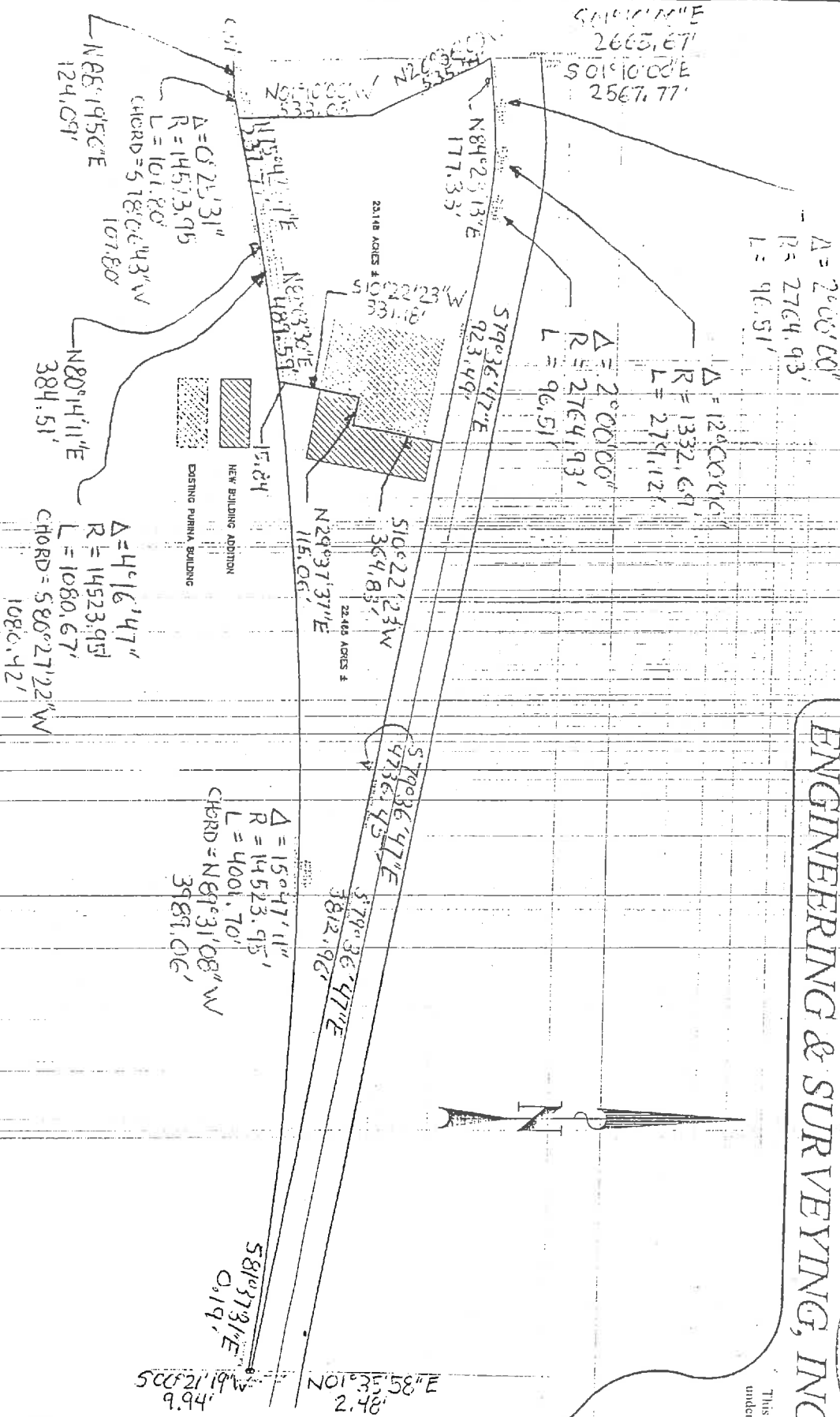
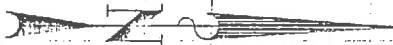
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(928) 282-7111



FLAGSTAFF
1515 E. HARP ST. N.
FLAGSTAFF, AZ 86001
(928) 774-1055

www.landmarkes.com

This survey was performed
under my direct supervision



Date: January 07, 2001

Revisions:

Project Manag.

Survey Crew

C.A.D. by: J. Rogers

Checked by: L. Graham

Contour Interval
N. A.

Scale:
1" = 400'

Project Name
102509

File Name:
boundary.dwg

Sheet:
1 of 1

Job No.:
102509

EXHIBIT "B"

PARCEL 1 AS DESCRIBED IN DOCKET 662, PAGE 74 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF THE SOUTH HALF OF THE NORTHEAST QUARTER OF SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING SOUTH OF THE SOUTHERLY RIGHT OF WAY LINE OF THE BNSF/ATSF RAILROAD AND NORTHERLY OF THE INTERSTATE 40 RIGHT OF WAY AND OFF RAMP AS SHOWN ON THE ADOT RIGHT-OF-WAY MAP PROJECT #1-40-4-701, SHEET 5 OF 5 DATED 1973 (HEREINAFTER REFERRED TO AS R2) AND EAST OF U.S. HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS, AND EXCEPT THAT CERTAIN PARCEL OF LAND SET FORTH IN A SPECIAL WARRANTY DEED TO ADOT AND RECORDED IN INSTRUMENT 3390420 (HEREINAFTER REFERRED TO AS R6) MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHEAST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 7, A POINT FROM WHICH THE NORTHEAST CORNER OF SECTION 7 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2,662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE EAST LINE OF SECTION 7 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE EAST LINE OF SECTION 7 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 486.55 FEET TO A POINT HEREINAFTER REFERRED TO AS "POINT A";

THENCE CONTINUING SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 286.32 FEET TO A POINT WHICH LIES ALONG THE EAST-WEST MID-SECTION LINE OF SECTION 7;

THENCE SOUTH 89 DEGREES 50 MINUTES 25 SECONDS WEST ALONG SAID EAST-WEST MID-SECTION LINE, A DISTANCE OF 24.83 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 236.69 FEET, THROUGH A CENTRAL ANGLE OF 12 DEGREES 22 MINUTES 28 SECONDS, THE RADIUS OF WHICH IS 1,095.92 FEET, WITH A CHORD BEARING OF NORTH 71 DEGREES 22 MINUTES 37 SECONDS WEST, AND WITH A CHORD LENGTH OF 236.23 FEET;

THENCE NORTH 66 DEGREES 35 MINUTES 27 SECONDS WEST A DISTANCE OF 150.22 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 428.93 FEET, THROUGH A CENTRAL ANGLE OF 35 DEGREES 47 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 686.63 FEET, WITH A CHORD BEARING OF NORTH 84 DEGREES 31 MINUTES 14 SECONDS WEST, AND WITH A CHORD LENGTH OF 421.99 FEET, TO THE SOUTHEASTERLY CORNER OF SAID R6;

THENCE NORTH 44 DEGREES 48 MINUTES 59 SECONDS WEST, A DISTANCE OF 423.39 FEET TO THE NORTHEASTERLY CORNER OF R6;

THENCE SOUTH 45 DEGREES 11 MINUTES 28 SECONDS WEST, A DISTANCE OF 40.00 FEET TO A POINT WHICH LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 44 DEGREES 04 MINUTES 37 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 220.05 FEET TO THE SOUTHWESTERLY CORNER OF THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3263227;

THENCE NORTH 57 DEGREES 11 MINUTES 14 SECONDS EAST, A DISTANCE OF 227.12 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE THE ARC LENGTH OF WHICH IS 185.05 FEET, THROUGH A CENTRAL ANGLE OF 24 DEGREES 24 MINUTES 32 SECONDS, THE RADIUS OF WHICH IS 434.37 FEET, WITH A CHORD BEARING OF NORTH 69 DEGREES 24 MINUTES 18 SECONDS EAST, AND WITH A CHORD LENGTH OF 183.65 FEET, TO THE SOUTHEASTERLY CORNER OF SAID INSTRUMENT 3263227;

THENCE NORTH 01 DEGREES 04 MINUTES 11 SECONDS WEST A DISTANCE OF 109.74 FEET TO THE NORTHEASTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 324.48 FEET, THROUGH A CENTRAL ANGLE OF 07 DEGREES 23 MINUTES 37 SECONDS, THE RADIUS OF WHICH IS 2,514.51 FEET, WITH A CHORD BEARING OF SOUTH 72 DEGREES 50 MINUTES 29 SECONDS WEST, AND WITH A CHORD LENGTH OF 324.25 FEET;

THENCE SOUTH 69 DEGREES 08 MINUTES 29 SECONDS WEST A DISTANCE OF 191.45 FEET, TO THE NORTHWESTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 43 DEGREES 46 MINUTES 26 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE A DISTANCE OF 54.29 FEET TO A POINT WHICH LIES ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY;

THENCE NORTH 69 DEGREES 09 MINUTES 46 SECONDS EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, A DISTANCE OF 561.60 FEET TO AN ANGLE POINT;

THENCE NORTH 84 DEGREES 23 MINUTES 34 SECONDS EAST ALONG SAID SOUTHERLY RIGHT OF WAY LINE, A DISTANCE OF 1,679.81 FEET TO A POINT WHICH LIES ALONG THE EAST LINE OF SECTION 7;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST ALONG SAID EAST LINE, A DISTANCE OF 1,037.83 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3417898 AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE ABOVE REFERENCED "POINT A";

THENCE NORTH 07 DEGREES 46 MINUTES 52 SECONDS WEST A DISTANCE OF 50.59 FEET TO A FOUND 1/2 INCH REBAR AND THE TRUE POINT OF BEGINNING;

THENCE SOUTH 82 DEGREES 28 MINUTES 39 SECONDS WEST, A DISTANCE OF 147.62 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 330.15 FEET, THROUGH A CENTRAL ANGLE OF 27 DEGREES 57 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 676.58 FEET, WITH A CHORD BEARING OF NORTH 83 DEGREES 32 MINUTES 02 SECONDS WEST, AND WITH A CHORD LENGTH OF 326.88 FEET;

THENCE NORTH 07 DEGREES 32 MINUTES 26 SECONDS WEST A DISTANCE OF 422.82 FEET;

THENCE NORTH 82 DEGREES 31 MINUTES 11 SECONDS EAST A DISTANCE OF 464.96 FEET;

THENCE SOUTH 07 DEGREES 31 MINUTES 15 SECONDS EAST A DISTANCE OF 501.49 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN SPECIAL WARRANTY DEED AS 2008-3491528 OF OFFICIAL RECORDS AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL NO. 1:

THE FOLLOWING IS A DESCRIPTION OF A PARCEL OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 652, PAGE 74, COCONINO COUNTY RECORDS (CCR), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR);

THENCE SOUTH 07 DEGREES 32 MINUTES 25 SECONDS EAST (BASIS OF BEARINGS) ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 420.55 FEET TO A POINT WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 28 MINUTES 30 SECONDS WEST;

THENCE NORTHWESTERLY 33.78 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 52 MINUTES 08 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 273.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 25 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET;

THENCE NORTHERLY 110.67 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 74.91 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 255.98 FEET;

THENCE NORTHEASTERLY ALONG THE SOUTHERLY LINE THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT 153.03 FEET THROUGH A CENTRAL ANGLE OF 34 DEGREES 15 MINUTES 08 SECONDS;

THENCE SOUTH 07 DEGREES 32 MINUTES 26 SECONDS EAST A DISTANCE OF 97.27 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 2:

THE FOLLOWING IS A DESCRIPTION OF A 2:00 FOOT WIDE STRIP OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 662, PAGE 74, COCONINO COUNTY RECORDS (CCR) (BASIS OF BEARINGS IS THE NORTH LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND

MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR); WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 676.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 21 MINUTES 37 SECONDS WEST;

THENCE NORTHWESTERLY 35.27 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 59 MINUTES 11 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 275.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 48 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 318.49 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 22 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 397.77 FEET;

THENCE NORTHERLY 109.92 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 49 MINUTES 59 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE ON A NON-TANGENT LINE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 2.01 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS NORTH 73 DEGREES 50 MINUTES 31 SECONDS EAST;

THENCE SOUTHERLY 110.67 FEET THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE EAST HAVING A RADIUS OF 273.00 FEET;

THENCE SOUTHEASTERLY AND SOUTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS;

THENCE ON A NON-TANGENT LINE SOUTH 64 DEGREES 56 MINUTES 15 SECONDS EAST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 39 SECONDS WEST;

THENCE SOUTHEASTERLY 34.07 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 53 MINUTES 38 SECONDS;

THENCE SOUTH 07 DEGREES 34 MINUTES 32 SECONDS EAST ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 2.26 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL 2 AS DESCRIBED IN DOCKET 662, PAGE 75 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF SECTION 8, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING NORTH OF THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40, SOUTH OF THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY AND WEST OF THAT CERTAIN PARCEL OF LAND KNOWN AS THE RALSTON PURINA PROPERTY AS RECORDED IN INSTRUMENT 3242297, HEREINAFTER REFERRED TO AS R5, SAID PARCEL OF LAND IS MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 8, A POINT FROM WHICH THE NORTHWEST CORNER OF SECTION 8 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE WEST LINE OF SECTION 8 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 1,037.83 FEET TO THE NORTHWEST CORNER OF SAID RALSTON PURINA PROPERTY;

THENCE SOUTH 26 DEGREES 36 MINUTES 03 SECONDS EAST A DISTANCE OF 535.54 FEET TO AN ANGLE POINT ALONG THE WEST LINE OF THE RALSTON PURINA PARCEL;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST A DISTANCE OF 533.05 FEET TO THE SOUTHWEST CORNER OF SAID RALSTON PURINA PARCEL, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 107.47 FEET, THROUGH A CENTRAL ANGLE OF 00 DEGREES 25 MINUTES 26 SECONDS, THE RADIUS OF WHICH IS 14,523.95 FEET, WITH A CHORD BEARING OF SOUTH 78 DEGREES 03 MINUTES 40 SECONDS WEST, AND WITH A CHORD LENGTH OF 107.47 FEET;

THENCE SOUTH 88 DEGREES 20 MINUTES 38 SECONDS WEST A DISTANCE OF 124.43 FEET TO THE POINT OF BEGINNING.

EXHIBIT "C"

PARCEL 1 AS DESCRIBED IN DOCKET 662, PAGE 74 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF THE SOUTH HALF OF THE NORTHEAST QUARTER OF SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING SOUTH OF THE SOUTHERLY RIGHT OF WAY LINE OF THE BNSF/ATSF RAILROAD AND NORTHERLY OF THE INTERSTATE 40 RIGHT OF WAY AND OFF RAMP AS SHOWN ON THE ADOT RIGHT-OF-WAY MAP PROJECT #1-40-4-701, SHEET 5 OF 5 DATED 1973 (HEREINAFTER REFERRED TO AS R2) AND EAST OF U.S. HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS, AND EXCEPT THAT CERTAIN PARCEL OF LAND SET FORTH IN A SPECIAL WARRANTY DEED TO ADOT AND RECORDED IN INSTRUMENT 3390420 (HEREINAFTER REFERRED TO AS R6) MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHEAST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 7, A POINT FROM WHICH THE NORTHEAST CORNER OF SECTION 7 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2,662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE EAST LINE OF SECTION 7 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE EAST LINE OF SECTION 7 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 486.55 FEET TO A POINT HEREINAFTER REFERRED TO AS "POINT A";

THENCE CONTINUING SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 286.32 FEET TO A POINT WHICH LIES ALONG THE EAST-WEST MID-SECTION LINE OF SECTION 7;

THENCE SOUTH 89 DEGREES 50 MINUTES 25 SECONDS WEST ALONG SAID EAST-WEST MID-SECTION LINE, A DISTANCE OF 24.83 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 236.69 FEET, THROUGH A CENTRAL ANGLE OF 12 DEGREES 22 MINUTES 28 SECONDS, THE RADIUS OF WHICH IS 1,095.92 FEET, WITH A CHORD BEARING OF NORTH 71 DEGREES 22 MINUTES 37 SECONDS WEST, AND WITH A CHORD LENGTH OF 236.23 FEET;

THENCE NORTH 66 DEGREES 35 MINUTES 27 SECONDS WEST A DISTANCE OF 150.22 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 428.93 FEET, THROUGH A CENTRAL ANGLE OF 35 DEGREES 47 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 686.63 FEET, WITH A CHORD BEARING OF NORTH 84 DEGREES 31 MINUTES 14 SECONDS WEST, AND WITH A CHORD LENGTH OF 421.99 FEET, TO THE SOUTHEASTERLY CORNER OF SAID R6;

THENCE NORTH 44 DEGREES 48 MINUTES 59 SECONDS WEST, A DISTANCE OF 423.39 FEET TO THE NORTHEASTERLY CORNER OF R6;

THENCE SOUTH 45 DEGREES 11 MINUTES 28 SECONDS WEST, A DISTANCE OF 40.00 FEET TO A POINT WHICH LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 44 DEGREES 04 MINUTES 37 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 220.05 FEET TO THE SOUTHWESTERLY CORNER OF THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3263227;

THENCE NORTH 57 DEGREES 11 MINUTES 14 SECONDS EAST, A DISTANCE OF 227.12 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE THE ARC LENGTH OF WHICH IS 185.05 FEET, THROUGH A CENTRAL ANGLE OF 24 DEGREES 24 MINUTES 32 SECONDS, THE RADIUS OF WHICH IS 434.37 FEET, WITH A CHORD BEARING OF NORTH 69 DEGREES 24 MINUTES 18 SECONDS EAST, AND WITH A CHORD LENGTH OF 183.65 FEET, TO THE SOUTHEASTERLY CORNER OF SAID INSTRUMENT 3263227;

THENCE NORTH 01 DEGREES 04 MINUTES 11 SECONDS WEST A DISTANCE OF 109.74 FEET TO THE NORTHEASTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 324.48 FEET, THROUGH A CENTRAL ANGLE OF 07 DEGREES 23 MINUTES 37 SECONDS, THE RADIUS OF WHICH IS 2,514.51 FEET, WITH A CHORD BEARING OF SOUTH 72 DEGREES 50 MINUTES 29 SECONDS WEST, AND WITH A CHORD LENGTH OF 324.25 FEET;

THENCE SOUTH 69 DEGREES 08 MINUTES 29 SECONDS WEST A DISTANCE OF 191.45 FEET, TO THE NORTHWESTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 43 DEGREES 46 MINUTES 26 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE A DISTANCE OF 54.29 FEET TO A POINT WHICH LIES ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY;

THENCE NORTH 69 DEGREES 09 MINUTES 46 SECONDS EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, A DISTANCE OF 561.60 FEET TO AN ANGLE POINT;

THENCE NORTH 84 DEGREES 23 MINUTES 34 SECONDS EAST ALONG SAID SOUTHERLY RIGHT OF WAY LINE, A DISTANCE OF 1,679.81 FEET TO A POINT WHICH LIES ALONG THE EAST LINE OF SECTION 7;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST ALONG SAID EAST LINE, A DISTANCE OF 1,037.83 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3417898 AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE ABOVE REFERENCED "POINT A";

THENCE NORTH 07 DEGREES 46 MINUTES 52 SECONDS WEST A DISTANCE OF 50.59 FEET TO A FOUND 1/2 INCH REBAR AND THE TRUE POINT OF BEGINNING;

THENCE SOUTH 82 DEGREES 28 MINUTES 39 SECONDS WEST, A DISTANCE OF 147.62 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 330.15 FEET, THROUGH A CENTRAL ANGLE OF 27 DEGREES 57 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 676.58 FEET, WITH A CHORD BEARING OF NORTH 83 DEGREES 32 MINUTES 02 SECONDS WEST, AND WITH A CHORD LENGTH OF 326.88 FEET;

THENCE NORTH 07 DEGREES 32 MINUTES 26 SECONDS WEST A DISTANCE OF 422.82 FEET;

THENCE NORTH 82 DEGREES 31 MINUTES 11 SECONDS EAST A DISTANCE OF 464.96 FEET;

THENCE SOUTH 07 DEGREES 31 MINUTES 15 SECONDS EAST A DISTANCE OF 501.49 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN SPECIAL WARRANTY DEED AS 2008-3491528 OF OFFICIAL RECORDS AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL NO. 1:

THE FOLLOWING IS A DESCRIPTION OF A PARCEL OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 652, PAGE 74, COCONINO COUNTY RECORDS (CCR), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR);

THENCE SOUTH 07 DEGREES 32 MINUTES 25 SECONDS EAST (BASIS OF BEARINGS) ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 420.55 FEET TO A POINT WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 28 MINUTES 30 SECONDS WEST;

THENCE NORTHWESTERLY 33.78 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 52 MINUTES 08 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 273.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 25 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET;

THENCE NORTHERLY 110.67 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 74.91 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 255.98 FEET;

THENCE NORTHEASTERLY ALONG THE SOUTHERLY LINE THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT 153.03 FEET THROUGH A CENTRAL ANGLE OF 34 DEGREES 15 MINUTES 08 SECONDS;

THENCE SOUTH 07 DEGREES 32 MINUTES 26 SECONDS EAST A DISTANCE OF 97.27 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 2:

THE FOLLOWING IS A DESCRIPTION OF A 2.00 FOOT WIDE STRIP OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 662, PAGE 74, COCONINO COUNTY RECORDS (CCR) (BASIS OF BEARINGS IS THE NORTH LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND

MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR); WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 676.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 21 MINUTES 37 SECONDS WEST;

THENCE NORTHWESTERLY 35.27 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 59 MINUTES 11 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 275.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 48 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 318.49 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 22 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 397.77 FEET;

THENCE NORTHERLY 109.92 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 49 MINUTES 59 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE ON A NON-TANGENT LINE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 2.01 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS NORTH 73 DEGREES 50 MINUTES 31 SECONDS EAST;

THENCE SOUTHERLY 110.67 FEET THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE EAST HAVING A RADIUS OF 273.00 FEET;

THENCE SOUTHEASTERLY AND SOUTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS;

THENCE ON A NON-TANGENT LINE SOUTH 64 DEGREES 56 MINUTES 15 SECONDS EAST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 39 SECONDS WEST;

THENCE SOUTHEASTERLY 34.07 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 53 MINUTES 38 SECONDS;

THENCE SOUTH 07 DEGREES 34 MINUTES 32 SECONDS EAST ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 2.26 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL 2 AS DESCRIBED IN DOCKET 662, PAGE 75 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF SECTION 8, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING NORTH OF THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40, SOUTH OF THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY AND WEST OF THAT CERTAIN PARCEL OF LAND KNOWN AS THE RALSTON PURINA PROPERTY AS RECORDED IN INSTRUMENT 3242297, HEREINAFTER REFERRED TO AS R5, SAID PARCEL OF LAND IS MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 8, A POINT FROM WHICH THE NORTHWEST CORNER OF SECTION 8 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE WEST LINE OF SECTION 8 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 1,037.83 FEET TO THE NORTHWEST CORNER OF SAID RALSTON PURINA PROPERTY;

THENCE SOUTH 26 DEGREES 36 MINUTES 03 SECONDS EAST A DISTANCE OF 535.54 FEET TO AN ANGLE POINT ALONG THE WEST LINE OF THE RALSTON PURINA PARCEL;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST A DISTANCE OF 533.05 FEET TO THE SOUTHWEST CORNER OF SAID RALSTON PURINA PARCEL, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 107.47 FEET, THROUGH A CENTRAL ANGLE OF 00 DEGREES 25 MINUTES 26 SECONDS, THE RADIUS OF WHICH IS 14,523.95 FEET, WITH A CHORD BEARING OF SOUTH 78 DEGREES 03 MINUTES 40 SECONDS WEST, AND WITH A CHORD LENGTH OF 107.47 FEET;

THENCE SOUTH 88 DEGREES 20 MINUTES 38 SECONDS WEST A DISTANCE OF 124.43 FEET TO THE POINT OF BEGINNING.



EXHIBIT **██████** "D"

LEGAL DESCRIPTION (Industrial Drive):

A parcel of land, said parcel being a portion of Parcel 1 as described in Instrument No. 3510883 (R) of the Records of Coconino County, Arizona, situated in the Northeast 1/4 of Section 7, Township 21 North, Range 8 East, Gila and Salt River Meridian, Coconino County, Arizona, said parcel of land being more particularly described as follows:

BEGINNING at the point described as "The Northwestern corner of said Instrument 3263227, said point being lies along the Easterly Right-of-Way line of U.S. Highway 89, also known as the Continental Drive Overpass" in (R), thence N 43° 36' 39" W, along said Easterly Right-of-Way line of U.S. Highway 89, for a distance of 54.27 feet to the South Right-of-Way line of Burlington Northern Santa Fe Railroad;

thence N 69° 20' 45" E, along said South Right-of-Way line, for a distance of 561.61 feet to a point;

thence N 84° 34' 36" E, along said South Right-of-Way line, for a distance of 429.36 feet to a point of curvature;

thence Southeasterly and Southerly along a curve to the right, having a central angle of 90° 00' 00" and a radius of 255.92 feet, for a distance of 402.00 feet, the chord of said curve bears S 50° 25' 24" E for 361.92 feet, to a point of compound curve;

thence Southerly and Southwesterly along a curve to the right, having a central angle of 39° 38' 47" and a radius of 255.98 feet, for a distance of 177.13 feet, the chord of said curve bears S 14° 23' 59" E for 173.62 feet, to point on said curve, said point being the Northeast parcel corner of Exception Parcel No. 1 described in Instrument No. 3510883;

thence continue Southwesterly along the Northerly parcel line of said Parcel 1, along a curve to the right, having a central angle of 34° 15' 08" and a radius of 255.98 feet, for a distance of 153.03 feet, the chord of said curve bears S 51° 20' 57" W for 150.76 feet, to a point of tangency;

thence S 68° 28' 31" W, along said Northerly parcel line, for a distance of 76.99 feet to a nontangent point of curvature, said point being the Easterly easement line of a 50 foot easement described in Docket 547, Page 696;

thence Northerly along said Easterly Easement line, along a curve to the left, having a central angle of 13° 42' 57" and a radius of 397.90 feet, for a distance of 95.25 feet, the chord of said curve bears N 22° 48' 03" W for 95.02 feet, to a nontangent point;

thence S 69° 51' 20" E for a distance of 22.56 feet to a point;

thence N 68° 28' 31" E for a distance of 62.26 feet to a point of curvature;

thence Northeasterly and Northerly along a curve to the left, having a central angle of 73° 53' 55" and a radius of 175.98 feet, for a distance of 226.97 feet, the chord of said curve bears N 31° 31' 33" E for 211.57 feet, to a point of compound curve;

thence Northerly and Northwesterly along a curve to the left, having a central angle of 90° 00' 00" and a radius of 175.92 feet, for a distance of 276.33 feet, the chord of said curve bears N 50° 25' 24" W for 248.79 feet, to a point of tangency;

thence S 84° 34' 36" W for a distance of 377.23 feet to a point of curvature;

thence Southwesterly along a curve to the left, having a central angle of 06° 02' 13" and a radius of 558.50, for a distance of 58.85 feet, the chord of said curve bears S 81° 33' 29" W for 58.82 feet, to a nontangent point on the East parcel line of a parcel of land described in Instrument No. 3263227 (R1);

thence N 00° 51' 02" W, along said East parcel line, for a distance of 8.27 feet to the Northeast parcel corner of said Parcel (R1), said point being a nontangent point of curvature;

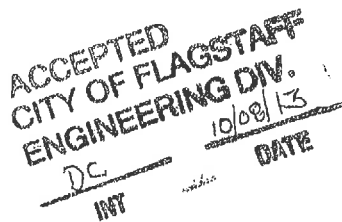
thence Southwesterly along the North parcel line of said Parcel (R1), along a curve to the left, having a central angle of 03° 26' 05" and a radius of 2514.58 feet, for a distance of 150.74 feet, the chord of said curve bears S 74° 59' 38" W for 150.72 feet, to a point;

thence continue Southwesterly along said North parcel line, along said curve to the left, having a central angle of 03° 57' 32" and a radius of 2514.58 feet, for a distance of 173.74 feet, the chord of said curve bears S 71° 17' 50" W for 173.71 feet, to a point of tangency;

thence S 69° 19' 04" W, along said North parcel line, for a distance of 191.45 feet to the POINT OF BEGINNING,

said parcel contains 2.7458 acres of land, more or less, including any easements of record over the above described parcel, as shown as PARCEL 1 on that "Right-of-Way" map recorded in Instrument No. _____, which is made a part hereof by this reference.

NES # 09-032 Industrial Drive



RIGHT-OF-WAY
Descriptive Title

City File No. 03-09008



EXHIBIT "A"

LEGAL DESCRIPTION (Parcel 2):

A strip of land, 10 feet in width, said strip of land being a portion of Parcel 1 as described in Instrument No. 3510883 (R) of the Records of Coconino County, Arizona, situated in the Northeast 1/4 of Section 7, Township 21 North, Range 8 East, Gila and Salt River Meridian, Coconino County, Arizona, said strip of land being Northerly, Easterly and Southerly of the following described line:

FROM the point described as "The Northwesterly corner of said Instrument 3263227, said point being lies along the Easterly Right-of-Way line of U.S. Highway 89, also known as the Continental Drive Overpass" in (R), thence N 43° 36' 39" W, along said Easterly Right-of-Way line of U.S. Highway 89, for a distance of 54.27 feet to the South Right-of-Way line of Burlington Northern Santa Fe Railroad;

thence N 69° 20' 45" E, along said South Right-of-Way line, for a distance of 561.61 feet to a point;

thence N 84° 34' 36" E, along said South Right-of-Way line, for a distance of 429.36 feet to a point of curvature, said point being the TRUE POINT OF BEGINNING;

thence Southeasterly and Southerly along a curve to the right, having a central angle of 90° 00' 00" and a radius of 255.92 feet, for a distance of 402.00 feet, the chord of said curve bears S 50° 25' 24" E for 361.92 feet, to a point of compound curve;

thence Southerly and Southwesterly along a curve to the right, having a central angle of 39° 38' 47" and a radius of 255.98 feet, for a distance of 177.13 feet, the chord of said curve bears S 14° 23' 59" E for 173.62 feet, to point on said curve, said point being the Northeast parcel corner of Exception Parcel No. 1 described in Instrument No. 3510883;

thence continue Southwesterly along the Northerly parcel line of said Parcel 1, along a curve to the right, having a central angle of 34° 15' 08" and a radius of 255.98 feet, for a distance of 153.03 feet, the chord of said curve bears S 51° 20' 57" W for 150.76 feet, to a point of tangency;

thence S 68° 28' 31" W, along said Northerly parcel line, for a distance of 76.99 feet to a nontangent point of curvature, said point being the Easterly easement line of a 50 foot easement described in Docket 547. Page 696, said point being the END OF SAID STRIP OF LAND;

the Easterly easement line being extended or shortened to intersect with the Southerly Railroad Right-of-Way line at the North end and the Easterly easement line at the South end,

said parcel contains 0.1808 acres of land, more or less, including any easements of record over the above described parcel, as shown as PARCEL 2 on that "Right-of-Way" map recorded in Instrument No. _____, which is made a part hereof by this reference.

NES # 09-032 Industrial Parcel 2

ACCEPTED
CITY OF FLAGSTAFF
ENGINEERING DIV.
DC 10/08/13
INT DATE



SLOPE EASEMENT
Descriptive Title
City File No. 03-09008

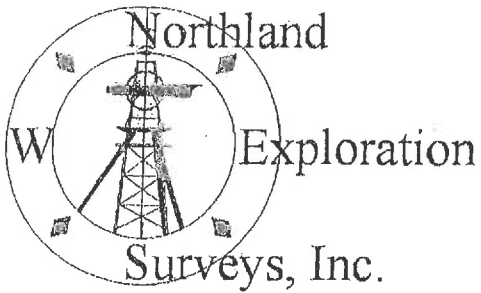


EXHIBIT "A"

LEGAL DESCRIPTION (Parcel 3):

A strip of land, 8 feet in width, said strip of land being a portion of Parcel 1 as described in Instrument No. 3510883 (R) of the Records of Coconino County, Arizona, situated in the Northeast 1/4 of Section 7, Township 21 North, Range 8 East, Gila and Salt River Meridian, Coconino County, Arizona, said strip of land being Northerly, Easterly and Southerly of the following described line:

FROM the point described as "The Northwesterly corner of said Instrument 3263227, said point being lies along the Easterly Right-of-Way line of U.S. Highway 89, also known as the Continental Drive Overpass" in (R), thence N 43° 36' 39" W, along said Easterly Right-of-Way line of U.S. Highway 89, for a distance of 54.27 feet to the South Right-of-Way line of Burlington Northern Santa Fe Railroad;

thence N 69° 20' 45" E, along said South Right-of-Way line, for a distance of 561.61 feet to a point;

thence N 84° 34' 36" E, along said South Right-of-Way line, for a distance of 429.36 feet to a point of curvature;

thence Southeasterly and Southerly along a curve to the right, having a central angle of 90° 00' 00" and a radius of 255.92 feet, for a distance of 402.00 feet, the chord of said curve bears S 50° 25' 24" E for 361.92 feet, to a point of compound curve;

thence Southerly and Southwesterly along a curve to the right, having a central angle of 39° 38' 47" and a radius of 255.98 feet, for a distance of 177.13 feet, the chord of said curve bears S 14° 23' 59" E for 173.62 feet, to point on said curve, said point being the Northeast parcel corner of Exception Parcel No. 1 described in Instrument No. 3510883;

thence continue Southwesterly along the Northerly parcel line of said Parcel 1, along a curve to the right, having a central angle of 34° 15' 08" and a radius of 255.98 feet, for a distance of 153.03 feet, the chord of said curve bears S 51° 20' 57" W for 150.76 feet, to a point of tangency;

thence S 68° 28' 31" W, along said Northerly parcel line, for a distance of 76.99 feet to a nontangent point of curvature, said point being the Easterly easement line of a 50 foot easement described in Docket 547. Page 696;

thence Northerly along said Easterly Easement line, along a curve to the left, having a central angle of 13° 42' 57" and a radius of 397.90 feet, for a distance of 95.25 feet, the chord of said curve bears N 22° 48' 03" W for 95.02 feet, to a nontangent point, said point being the TRUE POINT OF BEGINNING;

thence S 69° 51' 20" E for a distance of 22.56 feet to a point;

thence N 68° 28' 31" E for a distance of 62.26 feet to a point of curvature;

thence Northeasterly and Northerly along a curve to the left, having a central angle of 73° 53' 55" and a radius of 175.98 feet, for a distance of 226.97 feet, the chord of said curve bears N 31° 31' 33" E for 211.57 feet, to a point of compound curve;

thence Northerly and Northwesterly along a curve to the left, having a central angle of 90° 00' 00" and a radius of 175.92 feet, for a distance of 276.33 feet, the chord of said curve bears N 50° 25' 24" W for 248.79 feet, to a point of tangency;

thence S 84° 34' 36" W for a distance of 377.23 feet to a point of curvature;

thence Southwesterly along a curve to the left, having a central angle of 06° 02' 13" and a radius of 558.50, for a distance of 58.85 feet, the chord of said curve bears S 81° 33' 29" W for 58.82 feet, to a nontangent point on the East parcel line of a parcel of land described in Instrument No. 3263227 (R1), said point being the **END OF SAID STRIP OF LAND**;

the Westerly easement line being extended or shortened to intersect with the Easterly parcel line of said Parcel (R1) at the North end and the Easterly easement line at the South end,

said strip of land contains 0.1864 acres of land, more or less, including any easements of record over the above described parcel, as shown as **PARCEL 3** on that "Right-of-Way" map recorded in Instrument No. _____, which is made a part hereof by this reference.

NES # 09-032 Industrial Parcel 3

ACCEPTED
CITY OF FLAGSTAFF
ENGINEERING DIV.
PC 10/08/13
INT DATE



SLOPE EASEMENT
Descriptive Title

City File No. 03-09008

WHEN RECORDED, RETURN TO:
Elizabeth Burke, City Clerk
City of Flagstaff
211 West Aspen Avenue
Flagstaff, Arizona 86001

SECOND AMENDMENT TO LEASE

The City of Flagstaff, a political subdivision of the state of Arizona ("City" or "Landlord") and Nestle Purina Petcare Company, a Missouri corporation ("Purina" or "Tenant") enter into this Second Amendment to Lease effective 15Th day of September, 2015.

RECITALS:

- A. Landlord and Tenant entered into a Lease in 2003, and First Amendment to Lease in 2008. The form of Lease is set forth in the recorded Development Agreement referenced below, and the First Amendment to Lease is recorded in Instrument No. 3491226, Official Records of the Coconino County, Arizona (collectively "Lease").
- B. The Leased Property consists of the land legally described in Exhibit A ("Original Property"), and Exhibit B ("Additional Property") and Purina facilities located on such land, but excludes certain parcels subsequently conveyed to the City and legally described as Exhibit C ("Fire Station Parcel") and Exhibit D ("Industrial Drive Parcel"). The Fire Station Parcel was conveyed to the City by Special Warranty Deed and recorded on January 16, 2009 in Instrument No. 3510883 in the Official Records of the Coconino County, Arizona. The Industrial Drive Parcel was conveyed to the City by Quit Claim Deed and recorded on January 12, 2015 Instrument No. 3711317 in the Official Records of the Coconino County, Arizona.
- C. City/Landlord and Purina/Tenant entered into a Development Agreement in 2003, and First Amendment to Lease in 2008. Those documents are recorded in Instrument Nos. 3207666 and 3491226, Official Records of the Coconino County, Arizona ("Development Agreement").
- D. Pursuant to A.R.S. § 42-6203.A.4 the City and Purina have approved a Second Amendment to Development Agreement to temporarily extend the Development Agreement and underlying Lease for a period commencing October 14, 2015 and continuing for up to six (6) months to further the original purposes of the Development Agreement and to explore the feasibility of voluntary installation of equipment at the Purina Facility to achieve measurable odor mitigation.

AGREEMENT

NOW THEREFORE, IN CONSIDERATION FOR THE MUTUAL PROMISES CONTAINED HEREIN, THE PARTIES AGREE AS FOLLOWS:

1. Extension Period. The Lease is hereby extended from October 14, 2015 to April 15, 2016, unless sooner terminated ("Extension Period.") Either party may terminate the Second Amendment upon giving at least five (5) days written notice to the other party. The Development Agreement and Lease term shall be coterminous.
2. Effect. All other terms and conditions of the Lease shall remain in effect.

TENANT: NESTLE PURINA PETCARE COMPANY

By: _____

Its: _____

LANDLORD: CITY OF FLAGSTAFF

By: Mayor Nabours

Attest:

By: Elizabeth Burke, City Clerk

Approved as to form:

By: _____

City Attorney's Office

Attachments: Exhibits A, B, C, D

EXHIBIT "A" [REDACTED]

Legal Description of Property



Landmark Engineering & Surveying, Inc.

flagstaff

FOUNDED 1979

sedona

William McHenry L.S.I.T.
wmchenry@landmarkes.com

Barry Giles, R.L.S. (California)
bgiles@landmarkes.com

Martin Eicheverry, R.L.S.
meicheverry@landmarkes.com

David Dow, R.L.S.
ddow@landmarkes.com

p.o. box 1907

sedona, az 86339

(928) 282-7104 voice

(928) 282-7171 fax

www.landmarkes.com

tgraham@landmarkes.com

Wm. Tod Graham I.R.L.S.
president

January 6, 2003
Job No.: 102509

LEGAL DESCRIPTION PURINA WEST PARCEL

A parcel of land being a portion of the "Purina Tract" as described in Exhibit "A" of that certain document recorded in Docket 476, Pages 41-46 (rec.) of the Coconino County Recorder's Office and being situated in the North half of Section 8, Township 21 North, Range 8 East of the Gila and Salt River Meridian in Coconino County, Arizona, said parcel being more particularly described as follows:

Commencing at a ¾" O.D. iron pipe with no identification found in a handhole at the Northwest corner of said Section 8 and from which a square headed bolt found at the West quarter corner of said Section 8, lies S 01°10'00" E (basis of bearings per rec.) a distance of 2,665.67 feet;

Thence from said Northwest corner of Section 8, S 01°10'00" E (rec. same) a distance 2,567.77 (2,573.23 rec.) feet along the West line of said North half of Section 8 to a point on the North right-of-way line of Interstate Highway 40 (I-40) and from which a 60d nail with no identification was found lying S 88°19'56" W a distance of 0.57 foot;

Thence N 88°19'56" E (N 87°30'55" E rec.) a distance of 124.09 (125.81 rec.) feet along said North right-of-way line to an Arizona Highway Department (A.H.D.) brass cap right-of-way monument found in concrete at the beginning of a non-tangent curve;

Thence Easterly along said North right-of-way line being a curve to the right and concave to the South having a chord bearing and length of N 78°06'43" E - 107.80 feet, radius of 14,523.95 (rec. same) and central angle of 0°25'31", an arc distance of 107.80 (106.09 rec.) feet to a ½" re-bar with plastic cap stamped "LS-14184" set at the Southwest corner of said "Purina Tract" which is the POINT OF BEGINNING;

Thence N 01°10'00" W (rec. same) a distance of 533.05 (527.54 rec.) feet along the West boundary of said "Purina Tract", which is a line that lies 230.00 feet East of and parallel with said West line of the North half of Section 8, to a ½" re-bar with plastic cap stamped "LS 14184" set at an angle point in said West boundary;

Thence N 26°36'03" W (rec. same) a distance of 535.54 (rec. same) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at the intersection of said West line of the North half of Section 8 with the South right-of-way line of the Burlington Northern and Santa Fe Railway (BNSF) (formerly Atchison, Topeka and Santa Fe Railway);

Thence N 84°23'13" E (N 84°23'24" E rec.) a distance of 177.33 (198.30 rec.) feet along said South right-of-way line of the BNSF Railway to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of 2°00'00", an arc distance of 96.51 (96.52 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;



Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 1,332.69 (rec. same) and central angle of $12^{\circ}00'00''$, an arc distance of 279.12 (rec. same) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of $2^{\circ}00'00''$, an arc distance of 96.51 (96.52 rec.) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Tangency;

Thence $S 79^{\circ}36'47'' E$ ($S 79^{\circ}40'09'' E$ rec.) a distance of 510.00 feet along said South right-of-way line of the BNSF Railway to a point that lies 100.0 feet southerly of the centerline of the South Main (Westbound) rails of said BNSF Railway;

Thence $S 79^{\circ}36'47'' E$ ($S 79^{\circ}40'09'' E$ rec.) a distance of 413.49 feet along said South right-of-way line of the BNSF Railway, which lies 100.0 feet southerly of and parallel with said centerline of the South Main (Westbound) rails, to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at the intersection of said South right-of-way line with the Northerly projection of the centerline of steel columns aligned along the East wall of the Purina building as it existed in November of the year 2002;

Thence $S 10^{\circ}22'23'' W$ a distance of 364.83 feet along said centerline projection and said centerline of steel columns to an angle point in said East wall;

Thence $N 79^{\circ}37'37'' W$ a distance of 115.06 feet along said centerline of steel columns to an angle point in said East wall;

Thence $S 10^{\circ}22'23'' W$ a distance of 331.18 feet along said centerline of steel columns and the southerly projection of said centerline to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set on said North right-of-way line of I-40;

Thence Westerly along said North right-of-way line of I-40, being a non-tangent curve to the left and concave to the South having a chord bearing and length of $S 80^{\circ}27'22'' W$ - 1,080.42 feet, radius of 14,523.95 (rec. same) feet and central angle of $4^{\circ}15'47''$, an arc distance of 1,080.67 feet to the POINT OF BEGINNING.



Landmark Engineering & Surveying, Inc.

sedona

FOUNDED 1979

flagstaff

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Martin Echeverry, R.L.S.,
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Wm. Tod Graham I.R.L.S.
president

January 6, 2003
Job No.: 102509

LEGAL DESCRIPTION PURINA EAST PARCEL

A parcel of land being a portion of the "Purina Tract" as described in Exhibit "A" of that certain document recorded in Docket 476, Pages 41-46 (rec.) of the Coconino County Recorder's Office and being situated in the North half of Section 8, Township 21 North, Range 8 East of the Gila and Salt River Meridian in Coconino County, Arizona, said parcel being more particularly described as follows:

Commencing at a ¾" O.D. iron pipe with no identification found in a handhole at the Northwest corner of said Section 8 and from which a square headed bolt found at the West quarter corner of said Section 8, lies S 01°10'00" E (basis of bearings per rec.) a distance of 2,665.67 feet;

Thence from said Northwest corner of Section 8, S 01°10'00" E (rec. same) a distance 2,567.77 (2,573.23 rec.) feet along the West line of said North half of Section 8 to a point on the North right-of-way line of Interstate Highway 40 (I-40) and from which a 60d nail with no identification was found lying S 88°19'56" W a distance of 0.57 foot;

Thence N 88°19'56" E (N 87°30'55" E rec.) a distance of 124.09 (125.81 rec.) feet along said North right-of-way line to an Arizona Highway Department (A.H.D.) brass cap right-of-way monument found in concrete at the beginning of a non-tangent curve;

Thence Easterly along said North right-of-way line being a curve to the right and concave to the South having a chord bearing and length of N 78°06'43" E - 107.80 feet, radius of 14,523.95 (rec. same) and central angle of 0°25'31", an arc distance of 107.80 (106.09 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at the Southwest corner of said "Purina Tract";

Thence N 01°10'00" W (rec. same) a distance of 533.05 (527.54 rec.) feet along the West boundary of said "Purina Tract", which is a line that lies 230.00 feet East of and parallel with said West line of the North half of Section 8, to a ½" re-bar with plastic cap stamped "LS 14184" set at an angle point in said West boundary;

Thence N 26°36'03" W (rec. same) a distance of 535.54 (rec. same) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at the intersection of said West line of the North half of Section 8 with the South right-of-way line of the Burlington Northern and Santa Fe Railway (BNSF) (formerly Atchison, Topeka and Santa Fe Railway);

Thence N 84°23'13" E (N 84°23'24" E rec.) a distance of 177.33 (198.30 rec.) feet along said South right-of-way line of the BNSF Railway to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of 2°00'00", an arc distance of 96.51 (96.52 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 1,332.69 (rec.



same) and central angle of $12^{\circ}00'00''$, an arc distance of 279.12 (rec. same) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Compound Curvature;

Thence Easterly along said South right-of-way line of the BNSF Railway being a tangent curve to the right and concave to the South having a radius of 2,764.93 (rec. same) and central angle of $2^{\circ}00'00''$, an arc distance of 96.51 (96.52 rec.) feet to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at a Point of Tangency;

Thence $S 79^{\circ}36'47'' E$ ($S 79^{\circ}40'09'' E$ rec.) a distance of 510.00 feet along said South right-of-way line of the BNSF Railway to a point that lies 100.0 feet southerly of the centerline of the South Main (Westbound) rails of said BNSF Railway;

Thence $S 79^{\circ}36'47'' E$ ($S 79^{\circ}40'09'' E$ rec.) a distance of 413.49 feet along said South right-of-way line of the BNSF Railway, which lies 100.0 feet southerly of and parallel with said centerline of the South Main (Westbound) rails, to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set at the intersection of said South right-of-way line with the Northerly projection of the centerline of steel columns aligned along the East wall of the Purina building as it existed in November of the year 2002, said intersection being the POINT OF BEGINNING;

Thence $S 10^{\circ}22'23'' W$ a distance of 364.83 feet along said centerline projection and said centerline of steel columns to an angle point in said East wall;

Thence $N 79^{\circ}37'37'' W$ a distance of 115.06 feet along said centerline of steel columns to an angle point in said East wall;

Thence $S 10^{\circ}22'23'' W$ a distance of 331.18 feet along said centerline of steel columns and the southerly projection of said centerline to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set on said North right-of-way line of I-40;

Thence Easterly along said North right-of-way line of I-40, being a non-tangent curve to the right and concave to the South having a chord bearing and length of $S 89^{\circ}31'08'' E$ — 3,989.06 feet, radius of 14,523.95 (rec. same) feet and central angle of $15^{\circ}47'11''$, an arc distance of 4,001.70 feet to a point on the East line of said North half of Section 8, from which an A.H.D. brass cap right-of-way monument found in concrete lies $S 81^{\circ}37'31'' E$ a distance of 0.19 foot;

Thence $N 00^{\circ}21'19'' E$ a distance of 9.94 feet along said East line of the North half of Section 8 to a $\frac{1}{2}$ " re-bar with plastic cap stamped "LS 14184" set on said South right-of-way line of the BNSF Railway which lies 100.0 feet southerly of and parallel with said centerline of the South Main (Westbound) rails, and from said set re-bar, an A.H.D. brass cap right-of-way monument found in concrete lies $N 01^{\circ}35'58'' E$ a distance of 2.48 feet;

Thence $N 79^{\circ}36'47'' W$ ($N 79^{\circ}40'09'' W$ & $N 79^{\circ}43'03'' W$ rec.) a distance of 3,812.96 feet along said South right-of-way line of the BNSF Railway to the POINT OF BEGINNING.



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Wm.Tod Graham I.R.L.S.
presidentJanuary 6, 2003
Job No.: 102509LEGAL DESCRIPTION
PURINA EASEMENT

A strip of land 50.00 feet wide being a portion of the "Purina Tract" as described in Exhibit "A" of that certain document recorded in Docket 476, Pages 41-46 (rec.) of the Coconino County Recorder's Office and being situated in the North half of Section 8, Township 21 North, Range 8 East of the Gila and Salt River Meridian in Coconino County, Arizona, said strip of land being more particularly defined as lying 25.00 feet on each side of the following described centerline:

Commencing at a ¾" O.D. iron pipe with no identification found in a handhole at the Northwest corner of said Section 8 and from which a square headed bolt found at the West quarter corner of said Section 8, lies S 01°10'00" E (basis of bearings per rec.) a distance of 2,665.67 feet;

Thence from said Northwest corner of Section 8, S 01°10'00" E (rec. same) a distance 2,567.77 (2,573.23 rec.) feet along the West line of said North half of Section 8 to a point on the North right-of-way line of Interstate Highway 40 (I-40) and from which a 60d nail with no identification was found lying S 88°19'56" W a distance of 0.57 foot;

Thence N 88°19'56" E (N 87°30'55" E rec.) a distance of 124.09 (125.81 rec.) feet along said North right-of-way line to an Arizona Highway Department (A.H.D.) brass cap right-of-way monument found in concrete at the beginning of a non-tangent curve;

Thence Easterly along said North right-of-way line being a curve to the right and concave to the South having a chord bearing and length of N 78°06'43" E - 107.80 feet, radius of 14,523.95 (rec. same) and central angle of 0°25'31", an arc distance of 107.80 (106.09 rec.) feet to a ½" re-bar with plastic cap stamped "LS 14184" set at the Southwest corner of said "Purina Tract";

Thence N 01°10'00" W (rec. same) a distance of 35.42 feet along the West boundary of said "Purina Tract", which is a line that lies 230.00 feet East of and parallel with said West line of the North half of Section 8, to the POINT OF BEGINNING of centerline (side lines of strip begin on said West boundary of the "Purina Tract");

Thence N 75°42'07" E a distance of 237.77 feet;

Thence N 80°14'11" E a distance of 384.51 feet;

Thence N 82°03'30" E a distance of 469.59 feet to the point of terminus of centerline on the East boundary of the "Purina West Parcel", said point lies N 80°27'22" E a distance of 1,080.42 feet, thence N 10°22'23" E a distance of 45.84 feet from said Southwest corner of the "Purina Tract" (side lines of strip end on said East boundary of the "Purina West Parcel").



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ENGINEERING & SURVEYING, INC.

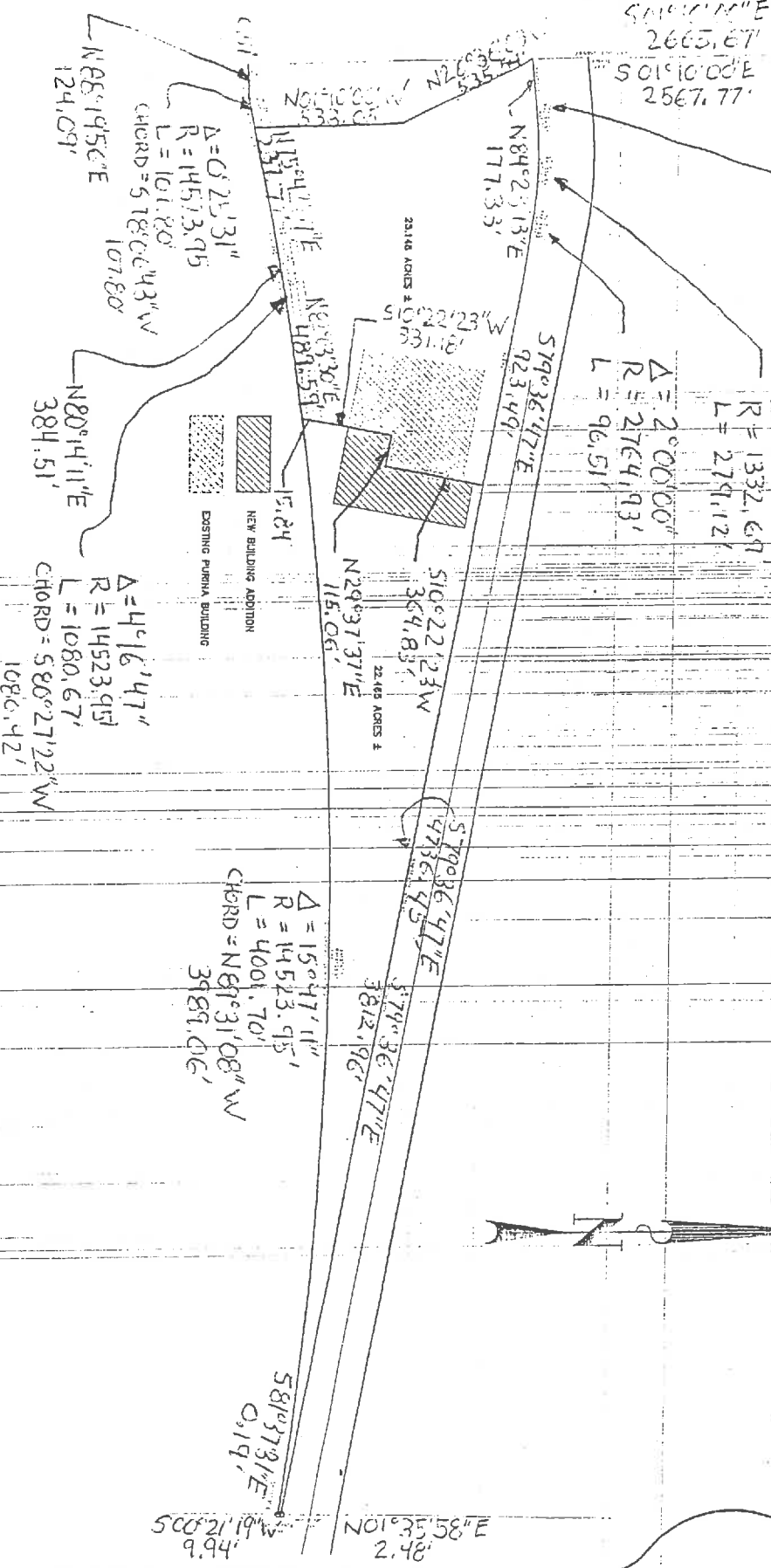
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SEDONA, AZ 86339
(928) 282-7101



FLAGSTAFF
1515 E. HAZEN AVE.
FLAGSTAFF, AZ 86001
(928) 774-1055

www.landmark-es.com

This survey was performed
under my direct supervision



Date: January 07, 2007

Revisions:

Project Manag
Survey Crew

C.A.D. by:
J. Rogers
Checked by:
T. Graham
Contour Interval
N. A.

Scale:
1" = 400'

Project Name
102509

File Name
boundary.dwg

Sheet:
1 of 1

Job No.:
102509

EXHIBIT "B"

PARCEL 1 AS DESCRIBED IN DOCKET 662, PAGE 74 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF THE SOUTH HALF OF THE NORTHEAST QUARTER OF SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING SOUTH OF THE SOUTHERLY RIGHT OF WAY LINE OF THE BNSF/ATSF RAILROAD AND NORTHERLY OF THE INTERSTATE 40 RIGHT OF WAY AND OFF RAMP AS SHOWN ON THE ADOT RIGHT-OF-WAY MAP PROJECT #1-40-4-701, SHEET 5 OF 5 DATED 1973 (HEREINAFTER REFERRED TO AS R2) AND EAST OF U.S. HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS, AND EXCEPT THAT CERTAIN PARCEL OF LAND SET FORTH IN A SPECIAL WARRANTY DEED TO ADOT AND RECORDED IN INSTRUMENT 3390420 (HEREINAFTER REFERRED TO AS R6) MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHEAST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 7, A POINT FROM WHICH THE NORTHEAST CORNER OF SECTION 7 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2,662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE EAST LINE OF SECTION 7 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE EAST LINE OF SECTION 7 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 486.55 FEET TO A POINT HEREINAFTER REFERRED TO AS "POINT A";

THENCE CONTINUING SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 286.32 FEET TO A POINT WHICH LIES ALONG THE EAST-WEST MID-SECTION LINE OF SECTION 7;

THENCE SOUTH 89 DEGREES 50 MINUTES 25 SECONDS WEST ALONG SAID EAST-WEST MID-SECTION LINE, A DISTANCE OF 24.83 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 236.69 FEET, THROUGH A CENTRAL ANGLE OF 12 DEGREES 22 MINUTES 28 SECONDS, THE RADIUS OF WHICH IS 1,095.92 FEET, WITH A CHORD BEARING OF NORTH 71 DEGREES 22 MINUTES 37 SECONDS WEST, AND WITH A CHORD LENGTH OF 236.23 FEET;

THENCE NORTH 66 DEGREES 35 MINUTES 27 SECONDS WEST A DISTANCE OF 150.22 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 428.93 FEET, THROUGH A CENTRAL ANGLE OF 35 DEGREES 47 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 686.63 FEET, WITH A CHORD BEARING OF NORTH 84 DEGREES 31 MINUTES 14 SECONDS WEST, AND WITH A CHORD LENGTH OF 421.99 FEET, TO THE SOUTHEASTERLY CORNER OF SAID R6;

THENCE NORTH 44 DEGREES 48 MINUTES 59 SECONDS WEST, A DISTANCE OF 423.39 FEET TO THE NORTHEASTERLY CORNER OF R6;

THENCE SOUTH 45 DEGREES 11 MINUTES 28 SECONDS WEST, A DISTANCE OF 40.00 FEET TO A POINT WHICH LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 44 DEGREES 04 MINUTES 37 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 220.05 FEET TO THE SOUTHWESTERLY CORNER OF THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3263227;

THENCE NORTH 57 DEGREES 11 MINUTES 14 SECONDS EAST, A DISTANCE OF 227.12 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE THE ARC LENGTH OF WHICH IS 185.05 FEET, THROUGH A CENTRAL ANGLE OF 24 DEGREES 24 MINUTES 32 SECONDS, THE RADIUS OF WHICH IS 434.37 FEET, WITH A CHORD BEARING OF NORTH 69 DEGREES 24 MINUTES 18 SECONDS EAST, AND WITH A CHORD LENGTH OF 183.65 FEET, TO THE SOUTHEASTERLY CORNER OF SAID INSTRUMENT 3263227;

THENCE NORTH 01 DEGREES 04 MINUTES 11 SECONDS WEST A DISTANCE OF 109.74 FEET TO THE NORTHEASTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 324.48 FEET, THROUGH A CENTRAL ANGLE OF 07 DEGREES 23 MINUTES 37 SECONDS, THE RADIUS OF WHICH IS 2,514.51 FEET, WITH A CHORD BEARING OF SOUTH 72 DEGREES 50 MINUTES 29 SECONDS WEST, AND WITH A CHORD LENGTH OF 324.25 FEET;

THENCE SOUTH 69 DEGREES 08 MINUTES 29 SECONDS WEST A DISTANCE OF 191.45 FEET, TO THE NORTHWESTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 43 DEGREES 46 MINUTES 26 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE A DISTANCE OF 54.29 FEET TO A POINT WHICH LIES ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY;

THENCE NORTH 69 DEGREES 09 MINUTES 46 SECONDS EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, A DISTANCE OF 561.60 FEET TO AN ANGLE POINT;

THENCE NORTH 84 DEGREES 23 MINUTES 34 SECONDS EAST ALONG SAID SOUTHERLY RIGHT OF WAY LINE, A DISTANCE OF 1,679.81 FEET TO A POINT WHICH LIES ALONG THE EAST LINE OF SECTION 7;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST ALONG SAID EAST LINE, A DISTANCE OF 1,037.83 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3417898 AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE ABOVE REFERENCED "POINT A";

THENCE NORTH 07 DEGREES 46 MINUTES 52 SECONDS WEST A DISTANCE OF 50.59 FEET TO A FOUND 1/2 INCH REBAR AND THE TRUE POINT OF BEGINNING;

THENCE SOUTH 82 DEGREES 28 MINUTES 39 SECONDS WEST, A DISTANCE OF 147.62 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 330.15 FEET, THROUGH A CENTRAL ANGLE OF 27 DEGREES 57 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 676.58 FEET, WITH A CHORD BEARING OF NORTH 83 DEGREES 32 MINUTES 02 SECONDS WEST, AND WITH A CHORD LENGTH OF 326.88 FEET;

THENCE NORTH 07 DEGREES 32 MINUTES 26 SECONDS WEST A DISTANCE OF 422.82 FEET;

THENCE NORTH 82 DEGREES 31 MINUTES 11 SECONDS EAST A DISTANCE OF 464.96 FEET;

THENCE SOUTH 07 DEGREES 31 MINUTES 15 SECONDS EAST A DISTANCE OF 501.49 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN SPECIAL WARRANTY DEED AS 2008-3491528 OF OFFICIAL RECORDS AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL NO. 1:

THE FOLLOWING IS A DESCRIPTION OF A PARCEL OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 652, PAGE 74, COCONINO COUNTY RECORDS (CCR), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR);

THENCE SOUTH 07 DEGREES 32 MINUTES 25 SECONDS EAST (BASIS OF BEARINGS) ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 420.55 FEET TO A POINT WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 28 MINUTES 30 SECONDS WEST;

THENCE NORTHWESTERLY 33.78 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 52 MINUTES 08 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 273.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 25 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET;

THENCE NORTHERLY 110.67 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 74.91 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 255.98 FEET;

THENCE NORTHEASTERLY ALONG THE SOUTHERLY LINE THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT 153.03 FEET THROUGH A CENTRAL ANGLE OF 34 DEGREES 15 MINUTES 08 SECONDS;

THENCE SOUTH 07 DEGREES 32 MINUTES 26 SECONDS EAST A DISTANCE OF 97.27 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 2:

THE FOLLOWING IS A DESCRIPTION OF A 2.00 FOOT WIDE STRIP OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 662, PAGE 74, COCONINO COUNTY RECORDS (CCR) (BASIS OF BEARINGS IS THE NORTH LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND

MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR); WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 676.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 21 MINUTES 37 SECONDS WEST;

THENCE NORTHWESTERLY 35.27 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 59 MINUTES 11 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 275.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 48 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 318.49 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 22 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 397.77 FEET;

THENCE NORTHERLY 109.92 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 49 MINUTES 59 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE ON A NON-TANGENT LINE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 2.01 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS NORTH 73 DEGREES 50 MINUTES 31 SECONDS EAST;

THENCE SOUTHERLY 110.67 FEET THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE EAST HAVING A RADIUS OF 273.00 FEET;

THENCE SOUTHEASTERLY AND SOUTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS;

THENCE ON A NON-TANGENT LINE SOUTH 64 DEGREES 56 MINUTES 15 SECONDS EAST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 39 SECONDS WEST;

THENCE SOUTHEASTERLY 34.07 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 53 MINUTES 38 SECONDS;

THENCE SOUTH 07 DEGREES 34 MINUTES 32 SECONDS EAST ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 2.26 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL 2 AS DESCRIBED IN DOCKET 662, PAGE 75 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF SECTION 8, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING NORTH OF THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40, SOUTH OF THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY AND WEST OF THAT CERTAIN PARCEL OF LAND KNOWN AS THE RALSTON PURINA PROPERTY AS RECORDED IN INSTRUMENT 3242297, HEREINAFTER REFERRED TO AS R5, SAID PARCEL OF LAND IS MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 8, A POINT FROM WHICH THE NORTHWEST CORNER OF SECTION 8 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE WEST LINE OF SECTION 8 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 1,037.83 FEET TO THE NORTHWEST CORNER OF SAID RALSTON PURINA PROPERTY;

THENCE SOUTH 26 DEGREES 36 MINUTES 03 SECONDS EAST A DISTANCE OF 535.54 FEET TO AN ANGLE POINT ALONG THE WEST LINE OF THE RALSTON PURINA PARCEL;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST A DISTANCE OF 533.05 FEET TO THE SOUTHWEST CORNER OF SAID RALSTON PURINA PARCEL, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 107.47 FEET, THROUGH A CENTRAL ANGLE OF 00 DEGREES 25 MINUTES 26 SECONDS, THE RADIUS OF WHICH IS 14,523.95 FEET, WITH A CHORD BEARING OF SOUTH 78 DEGREES 03 MINUTES 40 SECONDS WEST, AND WITH A CHORD LENGTH OF 107.47 FEET;

THENCE SOUTH 88 DEGREES 20 MINUTES 38 SECONDS WEST A DISTANCE OF 124.43 FEET TO THE POINT OF BEGINNING.

EXHIBIT ■■■ "C"

PARCEL 1 AS DESCRIBED IN DOCKET 662, PAGE 74 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF THE SOUTH HALF OF THE NORTHEAST QUARTER OF SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING SOUTH OF THE SOUTHERLY RIGHT OF WAY LINE OF THE BNSF/ATSF RAILROAD AND NORTHERLY OF THE INTERSTATE 40 RIGHT OF WAY AND OFF RAMP AS SHOWN ON THE ADOT RIGHT-OF-WAY MAP PROJECT #1-40-4-701, SHEET 5 OF 5 DATED 1973 (HEREINAFTER REFERRED TO AS R2) AND EAST OF U.S. HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS, AND EXCEPT THAT CERTAIN PARCEL OF LAND SET FORTH IN A SPECIAL WARRANTY DEED TO ADOT AND RECORDED IN INSTRUMENT 3390420 (HEREINAFTER REFERRED TO AS R6) MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHEAST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 7, A POINT FROM WHICH THE NORTHEAST CORNER OF SECTION 7 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2,662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE EAST LINE OF SECTION 7 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE EAST LINE OF SECTION 7 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 486.55 FEET TO A POINT HEREINAFTER REFERRED TO AS "POINT A";

THENCE CONTINUING SOUTH 82 DEGREES 13 MINUTES 08 SECONDS WEST ALONG SAID NORTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 286.32 FEET TO A POINT WHICH LIES ALONG THE EAST-WEST MID-SECTION LINE OF SECTION 7;

THENCE SOUTH 89 DEGREES 50 MINUTES 25 SECONDS WEST ALONG SAID EAST-WEST MID-SECTION LINE, A DISTANCE OF 24.83 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 236.69 FEET, THROUGH A CENTRAL ANGLE OF 12 DEGREES 22 MINUTES 28 SECONDS, THE RADIUS OF WHICH IS 1,095.92 FEET, WITH A CHORD BEARING OF NORTH 71 DEGREES 22 MINUTES 37 SECONDS WEST, AND WITH A CHORD LENGTH OF 236.23 FEET;

THENCE NORTH 66 DEGREES 35 MINUTES 27 SECONDS WEST A DISTANCE OF 150.22 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 428.93 FEET, THROUGH A CENTRAL ANGLE OF 35 DEGREES 47 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 686.63 FEET, WITH A CHORD BEARING OF NORTH 84 DEGREES 31 MINUTES 14 SECONDS WEST, AND WITH A CHORD LENGTH OF 421.99 FEET, TO THE SOUTHEASTERLY CORNER OF SAID R6;

THENCE NORTH 44 DEGREES 48 MINUTES 59 SECONDS WEST, A DISTANCE OF 423.39 FEET TO THE NORTHEASTERLY CORNER OF R6;

THENCE SOUTH 45 DEGREES 11 MINUTES 28 SECONDS WEST, A DISTANCE OF 40.00 FEET TO A POINT WHICH LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 44 DEGREES 04 MINUTES 37 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 220.05 FEET TO THE SOUTHWESTERLY CORNER OF THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3263227;

THENCE NORTH 57 DEGREES 11 MINUTES 14 SECONDS EAST, A DISTANCE OF 227.12 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE THE ARC LENGTH OF WHICH IS 185.05 FEET, THROUGH A CENTRAL ANGLE OF 24 DEGREES 24 MINUTES 32 SECONDS, THE RADIUS OF WHICH IS 434.37 FEET, WITH A CHORD BEARING OF NORTH 69 DEGREES 24 MINUTES 18 SECONDS EAST, AND WITH A CHORD LENGTH OF 183.65 FEET, TO THE SOUTHEASTERLY CORNER OF SAID INSTRUMENT 3263227;

THENCE NORTH 01 DEGREES 04 MINUTES 11 SECONDS WEST A DISTANCE OF 109.74 FEET TO THE NORTHEASTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTHEAST;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 324.48 FEET, THROUGH A CENTRAL ANGLE OF 07 DEGREES 23 MINUTES 37 SECONDS, THE RADIUS OF WHICH IS 2,514.51 FEET, WITH A CHORD BEARING OF SOUTH 72 DEGREES 50 MINUTES 29 SECONDS WEST, AND WITH A CHORD LENGTH OF 324.25 FEET;

THENCE SOUTH 69 DEGREES 08 MINUTES 29 SECONDS WEST A DISTANCE OF 191.45 FEET, TO THE NORTHWESTERLY CORNER OF SAID INSTRUMENT 3263227, SAID POINT BEING LIES ALONG THE EASTERLY RIGHT-OF-WAY LINE OF US HIGHWAY 89, ALSO KNOWN AS THE CONTINENTAL DRIVE OVERPASS;

THENCE NORTH 43 DEGREES 46 MINUTES 26 SECONDS WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE A DISTANCE OF 54.29 FEET TO A POINT WHICH LIES ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY;

THENCE NORTH 69 DEGREES 09 MINUTES 46 SECONDS EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, A DISTANCE OF 561.60 FEET TO AN ANGLE POINT;

THENCE NORTH 84 DEGREES 23 MINUTES 34 SECONDS EAST ALONG SAID SOUTHERLY RIGHT OF WAY LINE, A DISTANCE OF 1,679.81 FEET TO A POINT WHICH LIES ALONG THE EAST LINE OF SECTION 7;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST ALONG SAID EAST LINE, A DISTANCE OF 1,037.83 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN INSTRUMENT 3417898 AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE ABOVE REFERENCED "POINT A";

THENCE NORTH 07 DEGREES 46 MINUTES 52 SECONDS WEST A DISTANCE OF 50.59 FEET TO A FOUND 1/2 INCH REBAR AND THE TRUE POINT OF BEGINNING;

THENCE SOUTH 82 DEGREES 28 MINUTES 39 SECONDS WEST, A DISTANCE OF 147.62 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 330.15 FEET, THROUGH A CENTRAL ANGLE OF 27 DEGREES 57 MINUTES 31 SECONDS, THE RADIUS OF WHICH IS 676.58 FEET, WITH A CHORD BEARING OF NORTH 83 DEGREES 32 MINUTES 02 SECONDS WEST, AND WITH A CHORD LENGTH OF 326.88 FEET;

THENCE NORTH 07 DEGREES 32 MINUTES 26 SECONDS WEST A DISTANCE OF 422.82 FEET;

THENCE NORTH 82 DEGREES 31 MINUTES 11 SECONDS EAST A DISTANCE OF 464.96 FEET;

THENCE SOUTH 07 DEGREES 31 MINUTES 15 SECONDS EAST A DISTANCE OF 501.49 FEET TO THE POINT OF BEGINNING.

EXCEPTING THAT CERTAIN PARCEL OF LAND AS RECORDED IN SPECIAL WARRANTY DEED AS 2008-3491528 OF OFFICIAL RECORDS AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL NO. 1:

THE FOLLOWING IS A DESCRIPTION OF A PARCEL OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 652, PAGE 74, COCONINO COUNTY RECORDS (CCR), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR);

THENCE SOUTH 07 DEGREES 32 MINUTES 25 SECONDS EAST (BASIS OF BEARINGS) ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 420.55 FEET TO A POINT WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 28 MINUTES 30 SECONDS WEST;

THENCE NORTHWESTERLY 33.78 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 52 MINUTES 08 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 273.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 25 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET;

THENCE NORTHERLY 110.67 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 74.91 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 255.98 FEET;

THENCE NORTHEASTERLY ALONG THE SOUTHERLY LINE THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT 153.03 FEET THROUGH A CENTRAL ANGLE OF 34 DEGREES 15 MINUTES 08 SECONDS;

THENCE SOUTH 07 DEGREES 32 MINUTES 26 SECONDS EAST A DISTANCE OF 97.27 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 2:

THE FOLLOWING IS A DESCRIPTION OF A 2.00 FOOT WIDE STRIP OF LAND, BEING A PORTION OF THE PARCEL DESCRIBED IN DOCKET 662, PAGE 74, COCONINO COUNTY RECORDS (CCR) (BASIS OF BEARINGS IS THE NORTH LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041), SITUATE IN SECTION 7, TOWNSHIP 21 NORTH, RANGE 8 EAST, OF THE GILA AND SALT RIVER BASE AND

MERIDIAN, FLAGSTAFF, COCONINO COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 (CCR); WHICH IS THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 676.58 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS SOUTH 20 DEGREES 21 MINUTES 37 SECONDS WEST;

THENCE NORTHWESTERLY 35.27 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 59 MINUTES 11 SECONDS;

THENCE ON A NON-TANGENT LINE NORTH 64 DEGREES 56 MINUTES 15 SECONDS WEST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 275.00 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 48 SECONDS WEST;

THENCE NORTHWESTERLY AND NORTHERLY 318.49 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 22 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 397.77 FEET;

THENCE NORTHERLY 109.92 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 15 DEGREES 49 MINUTES 59 SECONDS, TO A POINT ON THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT.

THENCE ON A NON-TANGENT LINE NORTH 68 DEGREES 18 MINUTES 56 SECONDS EAST ALONG THE SOUTHERLY LINE OF THE PROPOSED RIGHT-OF-WAY OF INDUSTRIAL DRIVE REALIGNMENT A DISTANCE OF 2.01 FEET TO THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE WEST HAVING A RADIUS OF 399.77 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS NORTH 73 DEGREES 50 MINUTES 31 SECONDS EAST;

THENCE SOUTHERLY 110.67 FEET THROUGH A CENTRAL ANGLE OF 15 DEGREES 51 MINUTES 39 SECONDS TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE EAST HAVING A RADIUS OF 273.00 FEET;

THENCE SOUTHEASTERLY AND SOUTHERLY 316.20 FEET THROUGH A CENTRAL ANGLE OF 66 DEGREES 21 MINUTES 45 SECONDS;

THENCE ON A NON-TANGENT LINE SOUTH 64 DEGREES 56 MINUTES 15 SECONDS EAST A DISTANCE OF 47.56 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE NORTHEAST HAVING A RADIUS OF 674.58 FEET AND TO WHICH A RADIAL LINE BEARS SOUTH 23 DEGREES 20 MINUTES 39 SECONDS WEST;

THENCE SOUTHEASTERLY 34.07 FEET THROUGH A CENTRAL ANGLE OF 02 DEGREES 53 MINUTES 38 SECONDS;

THENCE SOUTH 07 DEGREES 34 MINUTES 32 SECONDS EAST ALONG WESTERLY LINE OF THE PARCEL DESCRIBED IN INSTRUMENT 3314041 A DISTANCE OF 2.26 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL 2 AS DESCRIBED IN DOCKET 662, PAGE 75 (HEREINAFTER REFERRED TO AS R1) WHICH IS ALL OF THAT PORTION OF SECTION 8, TOWNSHIP 21 NORTH, RANGE 8 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN IN COCONINO COUNTY, ARIZONA LYING NORTH OF THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40, SOUTH OF THE SOUTHERLY RIGHT-OF-WAY LINE OF THE BNSF/ATSF RAILROAD RIGHT-OF-WAY AND WEST OF THAT CERTAIN PARCEL OF LAND KNOWN AS THE RALSTON PURINA PROPERTY AS RECORDED IN INSTRUMENT 3242297, HEREINAFTER REFERRED TO AS R5, SAID PARCEL OF LAND IS MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING, FOR REFERENCE, AT THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 8, A POINT FROM WHICH THE NORTHWEST CORNER OF SECTION 8 BEARS NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST, A DISTANCE OF 2662.66 FEET AWAY (BASIS OF BEARING AS PER R1);

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 94.89 FEET TO THE INTERSECTION OF THE WEST LINE OF SECTION 8 WITH THE NORTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 40 AND THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION;

THENCE NORTH 01 DEGREES 10 MINUTES 00 SECONDS WEST ALONG THE WEST LINE OF SECTION 8 A DISTANCE OF 1,037.83 FEET TO THE NORTHWEST CORNER OF SAID RALSTON PURINA PROPERTY;

THENCE SOUTH 26 DEGREES 36 MINUTES 03 SECONDS EAST A DISTANCE OF 535.54 FEET TO AN ANGLE POINT ALONG THE WEST LINE OF THE RALSTON PURINA PARCEL;

THENCE SOUTH 01 DEGREES 10 MINUTES 00 SECONDS EAST A DISTANCE OF 533.05 FEET TO THE SOUTHWEST CORNER OF SAID RALSTON PURINA PARCEL, SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE, CONCAVE TO THE SOUTH;

THENCE ALONG SAID CURVE, THE ARC LENGTH OF WHICH IS 107.47 FEET, THROUGH A CENTRAL ANGLE OF 00 DEGREES 25 MINUTES 26 SECONDS, THE RADIUS OF WHICH IS 14,523.95 FEET, WITH A CHORD BEARING OF SOUTH 78 DEGREES 03 MINUTES 40 SECONDS WEST, AND WITH A CHORD LENGTH OF 107.47 FEET;

THENCE SOUTH 88 DEGREES 20 MINUTES 38 SECONDS WEST A DISTANCE OF 124.43 FEET TO THE POINT OF BEGINNING.



EXHIBIT **██████** "D"

LEGAL DESCRIPTION (Industrial Drive):

A parcel of land, said parcel being a portion of Parcel 1 as described in Instrument No. 3510883 (R) of the Records of Coconino County, Arizona, situated in the Northeast 1/4 of Section 7, Township 21 North, Range 8 East, Gila and Salt River Meridian, Coconino County, Arizona, said parcel of land being more particularly described as follows:

BEGINNING at the point described as "The Northwesterly corner of said Instrument 3263227, said point being lies along the Easterly Right-of-Way line of U.S. Highway 89, also known as the Continental Drive Overpass" in (R), thence N 43° 36' 39" W, along said Easterly Right-of-Way line of U.S. Highway 89, for a distance of 54.27 feet to the South Right-of-Way line of Burlington Northern Santa Fe Railroad;

thence N 69° 20' 45" E, along said South Right-of-Way line, for a distance of 561.61 feet to a point;

thence N 84° 34' 36" E, along said South Right-of-Way line, for a distance of 429.36 feet to a point of curvature;

thence Southeasterly and Southerly along a curve to the right, having a central angle of 90° 00' 00" and a radius of 255.92 feet, for a distance of 402.00 feet, the chord of said curve bears S 50° 25' 24" E for 361.92 feet, to a point of compound curve;

thence Southerly and Southwesterly along a curve to the right, having a central angle of 39° 38' 47" and a radius of 255.98 feet, for a distance of 177.13 feet, the chord of said curve bears S 14° 23' 59" E for 173.62 feet, to point on said curve, said point being the Northeast parcel corner of Exception Parcel No. 1 described in Instrument No. 3510883;

thence continue Southwesterly along the Northerly parcel line of said Parcel 1, along a curve to the right, having a central angle of 34° 15' 08" and a radius of 255.98 feet, for a distance of 153.03 feet, the chord of said curve bears S 51° 20' 57" W for 150.76 feet, to a point of tangency;

thence S 68° 28' 31" W, along said Northerly parcel line, for a distance of 76.99 feet to a nontangent point of curvature, said point being the Easterly easement line of a 50 foot easement described in Docket 547, Page 696;

thence Northerly along said Easterly Easement line, along a curve to the left, having a central angle of 13° 42' 57" and a radius of 397.90 feet, for a distance of 95.25 feet, the chord of said curve bears N 22° 48' 03" W for 95.02 feet, to a nontangent point;

thence S 69° 51' 20" E for a distance of 22.56 feet to a point;

thence N 68° 28' 31" E for a distance of 62.26 feet to a point of curvature;

thence Northeasterly and Northerly along a curve to the left, having a central angle of $73^{\circ} 53' 55''$ and a radius of 175.98 feet, for a distance of 226.97 feet, the chord of said curve bears $N 31^{\circ} 31' 33'' E$ for 211.57 feet, to a point of compound curve;

thence Northerly and Northwesterly along a curve to the left, having a central angle of $90^{\circ} 00' 00''$ and a radius of 175.92 feet, for a distance of 276.33 feet, the chord of said curve bears $N 50^{\circ} 25' 24'' W$ for 248.79 feet, to a point of tangency;

thence $S 84^{\circ} 34' 36'' W$ for a distance of 377.23 feet to a point of curvature;

thence Southwesterly along a curve to the left, having a central angle of $06^{\circ} 02' 13''$ and a radius of 558.50, for a distance of 58.85 feet, the chord of said curve bears $S 81^{\circ} 33' 29'' W$ for 58.82 feet, to a nontangent point on the East parcel line of a parcel of land described in Instrument No. 3263227 (R1);

thence $N 00^{\circ} 51' 02'' W$, along said East parcel line, for a distance of 8.27 feet to the Northeast parcel corner of said Parcel (R1), said point being a nontangent point of curvature;

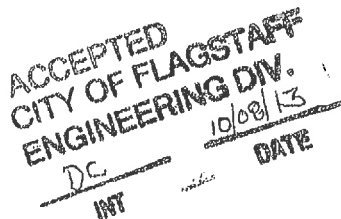
thence Southwesterly along the North parcel line of said Parcel (R1), along a curve to the left, having a central angle of $03^{\circ} 26' 05''$ and a radius of 2514.58 feet, for a distance of 150.74 feet, the chord of said curve bears $S 74^{\circ} 59' 38'' W$ for 150.72 feet, to a point;

thence continue Southwesterly along said North parcel line, along said curve to the left, having a central angle of $03^{\circ} 57' 32''$ and a radius of 2514.58 feet, for a distance of 173.74 feet, the chord of said curve bears $S 71^{\circ} 17' 50'' W$ for 173.71 feet, to a point of tangency;

thence $S 69^{\circ} 19' 04'' W$, along said North parcel line, for a distance of 191.45 feet to the POINT OF BEGINNING,

said parcel contains 2.7458 acres of land, more or less, including any easements of record over the above described parcel, as shown as PARCEL 1 on that "Right-of-Way" map recorded in Instrument No. _____, which is made a part hereof by this reference.

NES # 09-032 Industrial Drive



RIGHT-OF-WAY
Descriptive Title

City File No. 03-09008



EXHIBIT "A"

LEGAL DESCRIPTION (Parcel 2):

A strip of land, 10 feet in width, said strip of land being a portion of Parcel 1 as described in Instrument No. 3510883 (R) of the Records of Coconino County, Arizona, situated in the Northeast 1/4 of Section 7, Township 21 North, Range 8 East, Gila and Salt River Meridian, Coconino County, Arizona, said strip of land being Northerly, Easterly and Southerly of the following described line:

FROM the point described as "The Northwesterly corner of said Instrument 3263227, said point being lies along the Easterly Right-of-Way line of U.S. Highway 89, also known as the Continental Drive Overpass" in (R), thence N 43° 36' 39" W, along said Easterly Right-of-Way line of U.S. Highway 89, for a distance of 54.27 feet to the South Right-of-Way line of Burlington Northern Santa Fe Railroad;

thence N 69° 20' 45" E, along said South Right-of-Way line, for a distance of 561.61 feet to a point;

thence N 84° 34' 36" E, along said South Right-of-Way line, for a distance of 429.36 feet to a point of curvature, said point being the TRUE POINT OF BEGINNING;

thence Southeasterly and Southerly along a curve to the right, having a central angle of 90° 00' 00" and a radius of 255.92 feet, for a distance of 402.00 feet, the chord of said curve bears S 50° 25' 24" E for 361.92 feet, to a point of compound curve;

thence Southerly and Southwesterly along a curve to the right, having a central angle of 39° 38' 47" and a radius of 255.98 feet, for a distance of 177.13 feet, the chord of said curve bears S 14° 23' 59" E for 173.62 feet, to point on said curve, said point being the Northeast parcel corner of Exception Parcel No. 1 described in Instrument No. 3510883;

thence continue Southwesterly along the Northerly parcel line of said Parcel 1, along a curve to the right, having a central angle of 34° 15' 08" and a radius of 255.98 feet, for a distance of 153.03 feet, the chord of said curve bears S 51° 20' 57" W for 150.76 feet, to a point of tangency;

thence S 68° 28' 31" W, along said Northerly parcel line, for a distance of 76.99 feet to a nontangent point of curvature, said point being the Easterly easement line of a 50 foot easement described in Docket 547. Page 696, said point being the END OF SAID STRIP OF LAND;

the Easterly easement line being extended or shortened to intersect with the Southerly Railroad Right-of-Way line at the North end and the Easterly easement line at the South end,

said parcel contains 0.1808 acres of land, more or less, including any easements of record over the above described parcel, as shown as PARCEL 2 on that "Right-of-Way" map recorded in Instrument No. _____, which is made a part hereof by this reference.

NES # 09-032 Industrial Parcel 2

ACCEPTED
CITY OF FLAGSTAFF
ENGINEERING DIV.
DC INT 10/26/13 DATE



SLOPE EASEMENT
Descriptive Title
City File No. 03-09008

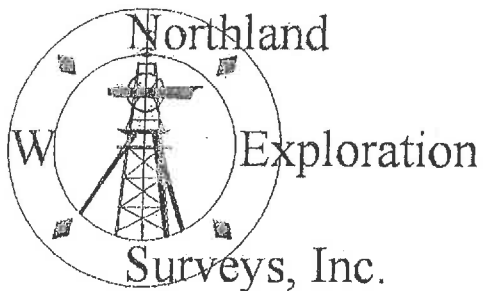


EXHIBIT "A"

LEGAL DESCRIPTION (Parcel 3):

A strip of land, 8 feet in width, said strip of land being a portion of Parcel 1 as described in Instrument No. 3510883 (R) of the Records of Coconino County, Arizona, situated in the Northeast 1/4 of Section 7, Township 21 North, Range 8 East, Gila and Salt River Meridian, Coconino County, Arizona, said strip of land being Northerly, Easterly and Southerly of the following described line:

FROM the point described as "The Northwestern corner of said Instrument 3263227, said point being lies along the Easterly Right-of-Way line of U.S. Highway 89, also known as the Continental Drive Overpass" in (R), thence N 43° 36' 39" W, along said Easterly Right-of-Way line of U.S. Highway 89, for a distance of 54.27 feet to the South Right-of-Way line of Burlington Northern Santa Fe Railroad;

thence N 69° 20' 45" E, along said South Right-of-Way line, for a distance of 561.61 feet to a point;

thence N 84° 34' 36" E, along said South Right-of-Way line, for a distance of 429.36 feet to a point of curvature;

thence Southeasterly and Southerly along a curve to the right, having a central angle of 90° 00' 00" and a radius of 255.92 feet, for a distance of 402.00 feet, the chord of said curve bears S 50° 25' 24" E for 361.92 feet, to a point of compound curve;

thence Southerly and Southwesterly along a curve to the right, having a central angle of 39° 38' 47" and a radius of 255.98 feet, for a distance of 177.13 feet, the chord of said curve bears S 14° 23' 59" E for 173.62 feet, to point on said curve, said point being the Northeast parcel corner of Exception Parcel No. 1 described in Instrument No. 3510883;

thence continue Southwesterly along the Northerly parcel line of said Parcel 1, along a curve to the right, having a central angle of 34° 15' 08" and a radius of 255.98 feet, for a distance of 153.03 feet, the chord of said curve bears S 51° 20' 57" W for 150.76 feet, to a point of tangency;

thence S 68° 28' 31" W, along said Northerly parcel line, for a distance of 76.99 feet to a nontangent point of curvature, said point being the Easterly easement line of a 50 foot easement described in Docket 547. Page 696;

thence Northerly along said Easterly Easement line, along a curve to the left, having a central angle of 13° 42' 57" and a radius of 397.90 feet, for a distance of 95.25 feet, the chord of said curve bears N 22° 48' 03" W for 95.02 feet, to a nontangent point, said point being the TRUE POINT OF BEGINNING;

thence S 69° 51' 20" E for a distance of 22.56 feet to a point;

thence N 68° 28' 31" E for a distance of 62.26 feet to a point of curvature;

thence Northeasterly and Northerly along a curve to the left, having a central angle of 73° 53' 55" and a radius of 175.98 feet, for a distance of 226.97 feet, the chord of said curve bears N 31° 31' 33" E for 211.57 feet, to a point of compound curve;

thence Northerly and Northwesterly along a curve to the left, having a central angle of 90° 00' 00" and a radius of 175.92 feet, for a distance of 276.33 feet, the chord of said curve bears N 50° 25' 24" W for 248.79 feet, to a point of tangency;

thence S 84° 34' 36" W for a distance of 377.23 feet to a point of curvature;

thence Southwesterly along a curve to the left, having a central angle of 06° 02' 13" and a radius of 558.50, for a distance of 58.85 feet, the chord of said curve bears S 81° 33' 29" W for 58.82 feet, to a nontangent point on the East parcel line of a parcel of land described in Instrument No. 3263227 (R1), said point being the **END OF SAID STRIP OF LAND**;

the Westerly easement line being extended or shortened to intersect with the Easterly parcel line of said Parcel (R1) at the North end and the Easterly easement line at the South end,

said strip of land contains 0.1864 acres of land, more or less, including any easements of record over the above described parcel, as shown as **PARCEL 3** on that "Right-of-Way" map recorded in Instrument No. _____, which is made a part hereof by this reference.

NES # 09-032 Industrial Parcel 3

ACCEPTED
CITY OF FLAGSTAFF
ENGINEERING DIV.
PC 10/08/13
INT DATE

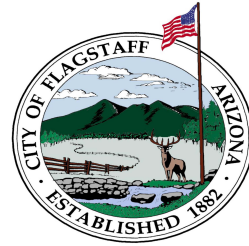


SLOPE EASEMENT
Descriptive Title
City File No. 03-09008

CITY OF FLAGSTAFF

STAFF SUMMARY REPORT

To: The Honorable Mayor and Council
From: Heather Ainardi, Marketing & PR Manager
Co-Submitter: Heidi Hansen, Economic Vitality Director
Date: 08/11/2015
Meeting Date: 09/08/2015



TITLE:

Visit Cool Update

RECOMMENDED ACTION:

Update only - no action required

Executive Summary:

The Flagstaff Convention and Visitors Bureau (CVB) recently launched a year-long #VisitCool campaign. The #VisitCool campaign is an extension of last years' Flagstaff Cool Zone success and includes a second year of the Flagstaff Cool Zone installation along with Valley-wide activations, targeted advertising and specialty promotions. #VisitCool targets Phoenix metro area residents and visitors highlighting the cooler climate in Flagstaff through the summer and "cool" atmosphere and vibe of Flagstaff during the winter months. As a kick-off to this promotional campaign, the CVB had interactive ice features throughout the Phoenix metro area during the Fourth of July weekend.

This update includes the #VisitCool launch which occurred over the Fourth of July weekend, along with the re-installation of the Flagstaff Cool Zone featuring new and interactive elements and our unveiling event in the Legends District.

Financial Impact:

The #VisitCool promotion has been built into the Flagstaff Convention and Visitors Bureau advertising budget. The Flagstaff Cool Zone is budgeted as a one-time allocation of \$65,000 with the expectation of at least \$40,000 of cost recovery through partnerships. At this time the Convention and Visitors Bureau has received more than \$42,000 (cash and in-kind) to support the #VisitCool promotion.

Connection to Council Goal and/or Regional Plan:

COUNCIL GOALS:

Goal #3: Improve effectiveness of notification, communication, and engagement with residents, neighborhoods and businesses and about City services, programs, policies, projects and developments
 - By partnering with area businesses and utilizing tourism industry partners to help promote Flagstaff, we continue to enhance relationships with city-wide businesses.

Goal #9: Foster relationships and maintain economic development commitment to partners
 - Tourism is a strong economic driver for Flagstaff and the #VisitCool promotion continues to enhance this business sector.

REGIONAL PLAN GOAL:

Goal # ED.6: Tourism will continue to provide a year-round revenue source for the community, while expanding specialized tourist resources and activities.

Previous Council Decision on This:

Yes; this is the second year of the Flagstaff Cool Zone installation. The contract for this installation has been approved by City Council both years.

Options and Alternatives:

The presentation is for information purposes only.

Background/History:

The Flagstaff Cool Zone was already approved by the Council earlier in the year. This update is to share the launch of the entire #VisitCool campaign.

Key Considerations:

Information Only.

Expanded Financial Considerations:

None

Community Benefits and Considerations:

The community benefits are the increases in BBB tax revenues that continue to enhance our overall quality of life in Flagstaff.

Community Involvement:

Collaborate

Expanded Options and Alternatives:

None

Attachments: [#VisitCool Launch](#)



Presentation to Council
September 8, 2015

By: Heather Ainardi
Flagstaff CVB

#VISITCOOL

This past fourth of July weekend the Flagstaff CVB launched a year-long #VisitCool promotion in the Phoenix metro area.

The overall promotion includes:

- Online & social advertising
- Video & pre-roll advertising
- Inclusion in print advertising
- Flagstaff Cool Zone
- Valley-wide activations
- VisitCool.com
- Giveaways and scavenger hunt



#VISITCOOL

Partners:

- Absolute Bikes
- Arizona Snowbowl
- Babbitt's Backcountry Outfitters
- Bearizona
- Flagstaff Extreme
- Grand Canyon Railway
- Little America Hotel
- Lowell Observatory
- Meteor Crater
- Mountain Sports
- Northern Arizona University

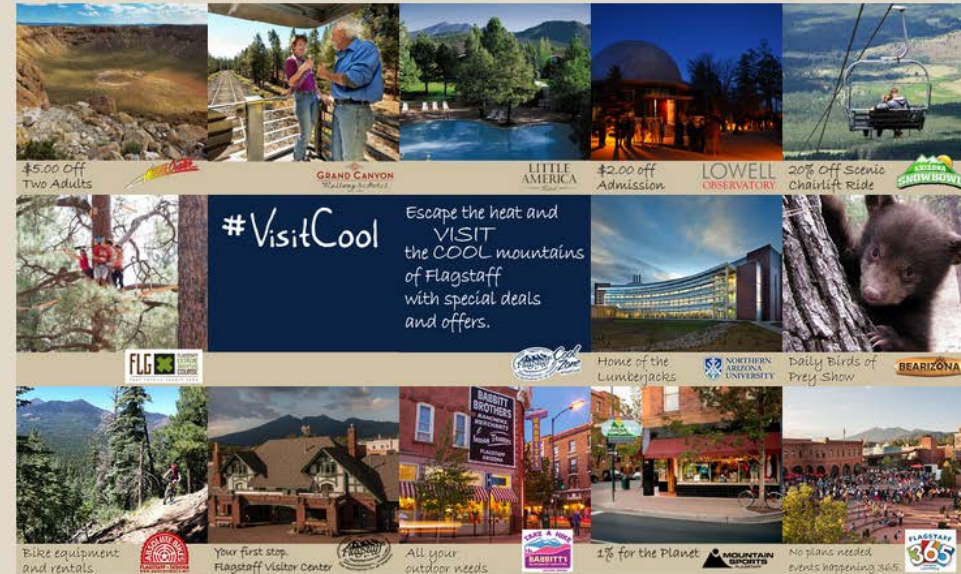


VISITCOOL WEBSITE

- Highlights deals from each partner and Flagstaff
- eNewsletter sign up
- #VisitCool video playlist
- Social media interaction
- Hotel booking engine
- 1,833 sessions
- 2:13 time on site



SPONSORS





Set in the tall Ponderosa pines up to 60-feet off the ground, Flagstaff Extreme is an elevated obstacle course featuring suspended bridges, swings, nets, ziplines and even an aerial surf board. Can you make it through all five courses?

Flagstaff Extreme
http://www.flagstaffextreme.com



ADVERTISING

- Pre-roll and YouTube
- Radio Package
- Temp based mobile
- Facebook
- 2,022,848 impressions
- 6,900 clicks
- CTR of .34%

FLAGSTAFF 82°



Ad



Visit Flagstaff

Sponsored ·



With a summer average of 82°, book your Flagstaff #VisitCool getaway now.



Ad



Suggested Page



Visit Flagstaff

Sponsored

Only 2 hours north and 20° cooler, Flagstaff is your perfect summer getaway.



Visit Flagstaff

Travel/Leisure

56,895 people like this.



Ad



Visit Flagstaff

Sponsored ·



Summer travel deals for Flagstaff are just a click away.



Flagstaff summer getaway

Book your Flagstaff getaway!



Flags
dining

FACEBOOK

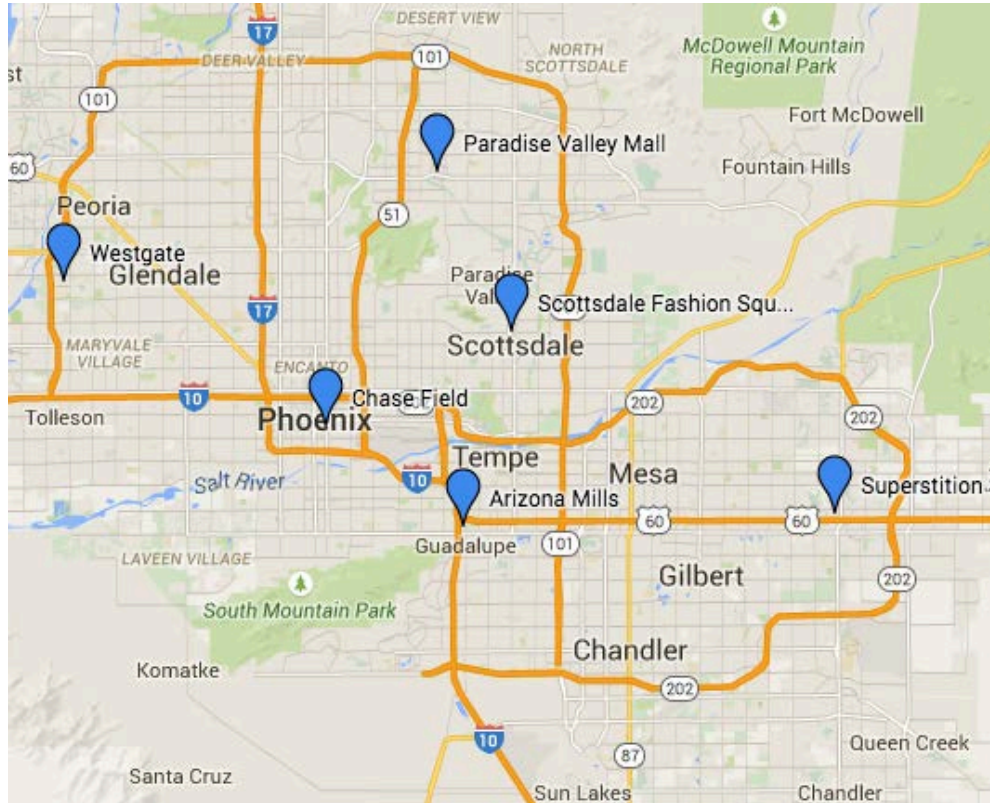
- 2,035 clicks to website
- 36,017 video views (1,606 clicks)
- 4,924 new fans

#VISITCOOL

Launch:

- Two days
- 8 locations
- 17 tons of ice
- 20 brand ambassadors
- Nearly 100,000 impressions
- More than 500 giveaway entries
- Over 300 free snowboard lessons





#VISITCOOL

LOCATIONS

- Flagstaff Cool Zone
- Paradise Valley Mall
- Superstition Springs Center
- Arizona Mills
- Chase Field
- Westgate Fireworks Fest
- Scottsdale Fashion Square



Locations

#VISITCOOL

SCOTTSDALE FASHION SQUARE



#VISITCOOL

SCOTTSDALE FASHION SQUARE

VISITCOOL
«« ENTER TO WIN »»

»» GRAND PRIZE- 4 DAY
FLAGSTAFF GETAWAY
»» ELECTRA CLASSIC CRUISER
»» YEAR OF PLUTO TELESCOPE

Flagstaff
Cool
Zone

visitcool.com



PALM COURT

#VISITCOOL

SCOTTSDALE FASHION SQUARE



#VISITCOOL

SUPERSTITION SPRINGS CENTER

VISITCOOL

«« ENTER TO WIN »»

»» GRAND PRIZE- 4 DAY
FLAGSTAFF GETAWAY
»» ELECTRA CLASSIC C
»» YEAR OF PLUTO TEL



visitcool.com

VISITCOOL



#VISITCOOL

SUPERSTITION SPRINGS CENTER



#VISITCOOL

SUPERSTITION SPRINGS CENTER



#VISITCOOL

SUPERSTITION SPRINGS CENTER



#VISITCOOL
PARADISE VALLEY MALL



#VISITCOOL
« ENTER TO WIN »

- » GRAND PRIZE- 4 DAY
FLAGSTAFF GETAWAY
- » ELECTRA CLASSIC CRUISER
- » YEAR OF PLUTO TELESCOPE



visitcool.com

#VISITCOOL
PARADISE VALLEY MALL



VISITCOOL
«« ENTER TO WIN »»



»» GRAND PRIZE- 4 DAY
FLAGSTAFF GETAWAY
»» ELECTRA CLASSIC CRUISER
»» YEAR OF PLUTO TELESCOPE



visitcool.com

#VISITCOOL
ARIZONA MILLS





#VISITCOOL

ARIZONA MILLS

Flagstaff
flagstaffarizona.org
The destination for all seasons

flagstaffarizona.org

UISER
SCOPE

cool.com

#VISITCOOL
Cool Zone
GRAND CANYON
LITTLE AMERICA
LOWELL
ARIZONA

#VISITCOOL

CHASE FIELD



#VISITCOOL
CHASE FIELD



#VISITCOOL
CHASE FIELD

ARIZONASNOWBOWL.COM



#VISITCOOL
CHASE FIELD



#VISITCOOL
CHASE FIELD



#VISITCOOL
CHASE FIELD



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ARIZONA MILLS



#VISITCOOL

Flagstaff Cool Zone

Grand Canyon
Railway to the Red

Arizona
Snow Bowl

NORTHERN
ARIZONA
UNIVERSITY

LITTLE
AMERICA

FLG

LOWELL
OBSERVATORY

Arizona
State
University

Arizona
State
University

Arizona
State
University

BEARIZONA

visitcool.com

#VISITCOOL
ARIZONA MILLS



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FLAGSTAFF COOL ZONE



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FLAGSTAFF COOL ZONE



#VISITCOOL

WESTGATE FIREWORKS FEST



#VISITCOOL

WESTGATE FIREWORKS FEST



#VISITCOOL

WESTGATE FIREWORKS FEST

OURTH

WESTGATE



WINGS

FIREWORKS FEST

WINTER WONDERFUL

FAMILY FUN!
ARIZONA SNOW BOWL
ArizonaSnowBowl.com

DISCOVER WINTER!

#VISITCOOL

WESTGATE FIREWORKS FEST



#VISITCOOL

WESTGATE FIREWORKS FEST



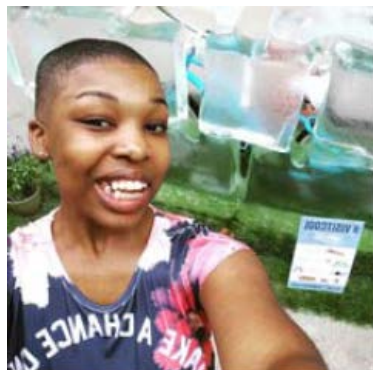


#VISITCOOL

Media:

- 11 television spots
- Nielsen Audience: 554,190
- Value: \$35,064





#visitcool

03 Jul



chezmiere
via instagram.com



Giant blocks of ice are always welcome here... #visitcool #westgate #4thofjuly #AZsummer

04 Jul



w0nderw0man82

via instagram.com



#visitcool #4thofjuly #azcentral #igersphoenix #instagramaz #independenceday #downtownphoenix #arizona #arizonaliving #usa

04 Jul



tylernavasmom

via instagram.com



Keeping people and pets cool tonight @dbacks game! #visitcool #instagramaz #dogsofinstagram

04 Jul



visitflagstaff

via instagram.com



We delivered this Electra Classic Cruiser to #VisitCool winner Cindy in south Phoenix yesterday! We have 4 other lucky winners who will be notified and sent prizes. Thanks to everyone who came out to see our ice and entered to win a Flagstaff Getaway! ww... Show more

06 Jul



#visitcool @visitflagstaff

03 Jul



jerrygriffus

via instagram.com



Ice ice baby. #visitcool

03 Jul



melissabertolino

via instagram.com



5+ minutes with his hand on the ice... Bold move papa sludge #visitcool

03 Jul



sludgeee

via instagram.com



00:35





FY 2016 Flagstaff Cool Zone



Place! CRACKS & GRILL

FLAGSTAFF
1882-1982
ESTABLISHED 1882

Flagstaff Cool Zone
visitcool.com
for travel deals, contests and more

Flagstaff Cool Zone
visitcool.com
for travel deals, contests and more

1882
FLAGSTAFF
ARIZONA

Flagstaff Cool Zone
visitcool.com
for travel deals, contests and more
The destination for all seasons
FLAGSTAFF CONVENTION & VISITORS BUREAU

FLAGSTAFF COOL ZONE

8.7.15 RELAUNCH



FLAGSTAFF COOL ZONE

8.7.15 RELAUNCH



FLAGSTAFF COOL ZONE

8.7.15 RELAUNCH



#VISITCOOL

#VISITCOOL
Cool

FLAGSTAFF COOL ZONE

8.7.15 RELAUNCH



FLAGSTAFF COOL ZONE

8.7.15 RELAUNCH



#VISITCOOL

The Flagstaff Cool Zone features a
Scavenger Hunt
Goal: drive longer and more relevant
engagement of the Flagstaff Cool Zone

Other rack cards include:

- Flagstaff Visitor Guide
- Explore Flagstaff Guide
- Choose Flagstaff Top 10



#VISITCOOL Scavenger Hunt

Share a photo
of each hunt item below on either



to be entered to win prizes.



Each photo of a scavenger hunt item shared with #VisitCool is one entry, with up to 9 entries possible. Winners will be drawn quarterly.* Prizes include free tickets to partner attractions, gift certificates and more.

Information available at VisitCool.com or @VisitFlagstaff.



*Random drawing from all entries submitted each quarter. Notifications will be made via the social media outlet used to submit entry. Remember, follow @VisitFlagstaff so we are able to notify you if selected.

Share a photo of each hunt item below on either



to be entered to win prizes.



FLAGSTAFF CONVENTION & VISITORS BUREAU

Flagstaff is an eclectic mix of small-town charm and the simplicity of the great outdoors; alive with culture, natural beauty and history. Take the two-hour drive north to #VisitCool and be sure to pocket a Visitor Guide for your travel information.



ARIZONA SNOWBOWL

Escape to the coolest place in Arizona atop the Arizona Snowbowl Scenic Chairlift ride Memorial Day through mid-October. During winter enjoy 777 skiable acres across 40 runs, or the best learning terrain in the Southwest.



BEARIZONA

Explore "the wilderness" and witness herd and pack life from the comfort of a private vehicle then stroll through Fort Bearizona where you can learn more about the animals and enjoy a Birds of Prey show.



FLAGSTAFF EXTREME ADVENTURE COURSE

Set in the tall Ponderosa pines up to 60-feet off the ground, Flagstaff Extreme is an elevated obstacle course featuring suspended bridges, swings, nets and ziplines. Can you make it through all five courses?



GRAND CANYON RAILWAY

The Grand Canyon Railway has enchanted millions of people from around the world since 1901—and now it's time for you to experience the wonderful romance of a voyage by train.



LITTLE AMERICA HOTEL

Little America is a Flagstaff vacation at its best. From the 500-acre private forest to the friendly, knowledgeable staff, Little America exemplifies the adventurous spirit and hospitality of northern Arizona and is home to the Sindrail dinosaur.



LOWELL OBSERVATORY

Founded in 1894 by Percival Lowell and famous for the discovery of Pluto, Lowell Observatory welcomes visitors year-round for telescope viewing, guided tours of the historic telescopes, a changing exhibit hall and special programs.



METEOR CRATER

Meteor Crater is the breath-taking result of a collision between an asteroid traveling at 26,000 miles per hour and planet Earth resulting in the best preserved meteorite impact site on the planet. View the crater and learn why the astronauts trained there.



NORTHERN ARIZONA UNIVERSITY

Known as Lumberjack Country, Flagstaff is home to Northern Arizona University and ranked as one of the Best College Towns in America. Experience the college-town vibe by visiting the many museums, cultural venues and athletic facilities on campus.



For travel information contact the Flagstaff Visitor Center at 928.213.2951 or email visitorcenter@flagstaffaz.gov.

#VISITCOOL

Year-long promotion

- Ad placements
- Search campaign
- Activations
- Seasonal deals

PROMOTION TIMELINE*



June 24-July 2	Social teaser campaign for launch
July 3-4	#VisitCool Campaign launch. Includes media outreach and experiential activities through valley
Week of July 13	Installation of new Flagstaff Cool Zone imagery in Legends Entertainment District
July 3 – June 30	Regularly scheduled social posts linking both to VisitCool and direct to sponsors Timing based on partner #VisitCool deals
July 3-Sept. 7	Online Summer campaign including: video ads (YouTube view thru and pre-roll), online banner ads, weather based search campaign. All online drives to flagstaffarizona.org/visitcool and YouTube #VisitCool playlist
August	Flagstaff Cool Zone activation
Late September	Flagstaff Cool Zone activation Promoting winter based partners. Possible 2nd activation depending on Diamondbacks season
Oct. 14 -Feb. 28	Online Winter campaign including: video ads (YouTube view thru and pre-roll), online banner ads, weather based search campaign. All online drives to flagstaffarizona.org/visitcool and YouTube #VisitCool playlist.
December/January	Possible Legends District activation (depending on district activities)
January	NCAA College Football Bowl Championships
February/March	Visit Cool Spring Training activation (Location/Theme/Date TBD)
April	Flagstaff Cool Zone Activation
May - June	Online Summer campaign including: video ads (YouTube view thru and pre-roll), online banner ads, weather based search campaign. All online drives to flagstaffarizona.org/visitcool and YouTube #VisitCool playlist
May	Flagstaff Cool Zone Activation
June	Flagstaff Cool Zone Activation

*Activities are not all-inclusive and are tentative



Thank you for your support



Memorandum

5.

CITY OF FLAGSTAFF

To: The Honorable Mayor and Council

From:

Co-Submitter: Nicole Woodman, Sustainability Manager and Interim Public Works
Section Head

Date: 08/02/2015

Meeting Date: 09/08/2015



TITLE:

Update on Management Plans Related to Plastic Bags

DESIRED OUTCOME:

Desired outcome is for Council and the community to understand how staff will proceed with plastic bag management in response to the passage of Senate Bill 1241.

EXECUTIVE SUMMARY:

The City of Flagstaff has considered plastic bag management three times in calendar year 2015. An interim City Manager focus group was formed with the goal of finding a common ground solution for plastic bag management in Flagstaff. However, following formation of the group, the State of Arizona Legislature passed Senate Bill 1241 that prohibits cities, towns and counties from charging a fee or banning the use of “auxiliary containers” such as plastic bags.

Staff have considered our options, met with the Sustainability Commission and sought the opinion of the interim City Manager focus group. These discussions led us to three alternatives and an intended course of action:

- 1) File a lawsuit against the State of Arizona. This option is not recommended due to time, expense, defensibility, and other relative priorities for the City's limited resources.
- 2) Develop and execute a City of Flagstaff operated plastic bag recycling program. This option would include wide scale collection of commercial and residential plastic bags and the sale of plastic bag material to the private sector. This option is not recommended due to the significant cost, approximately \$1.5 million, to initiate such a program and the greater overarching need to invest time and fiscal resources into the City's existing residential and commercial recycling program. The City's recycling program does not currently meet its “put or pay” requirements to Norton Environmental (Materials Recovery Facility). Not meeting annual recycling tonnage requirements obligates the City to pay Norton Environmental for lost revenue, which has cost the City \$674,831 since 2012 (\$197,236 in CY 2012, \$195,608 in CY 2013, and \$281,987 in CY 2014).
- 3) Continue to execute a modestly funded recycling education initiative and plastic bag use reduction campaign. Currently, limited resources are allocated to recycling education. The Sustainability Program allocates 15% (\$12,370) of its \$ 84,110 operating budget toward recycling education (one of its numerous focus areas). Sustainability staff provide in-person waste prevention and recycling education to more than 1,000 community members annually and distribute recycling informational to more than 3,500 customers annually. In addition, more than 2,000 school students receive educational programming. Reusable bags are also distributed to the community. In 2014, staff launched a free reusable bag

initiative, where free reusable bags are available to residents and tourists year round. This month, staff will launch the MyWaste website and APP, which provides personalized waste and recycling collection information to City customers, recycling and disposal instruction, as well as communication and engagement tools. This option is recommended. If Council wishes to increase funding to recycling initiatives from \$0.25 per resident to \$1.00, a budget request could be submitted in FY 2017 to increase funding to improve recycling rates.

This item is presented to Council for information purposes only. Staff will continue to execute a modest recycling and reduction effort. If Council wishes to provide direction on a different approach, such as suing the State or launching a City run plastic bag recycling program outside of the budget process, staff will bring this item back in a regular session.

INFORMATION:

COUNCIL GOALS:

Plastic bag management does not specifically relate to any of the 11 Council goals adopted in December 2014.

REGIONAL PLAN:

E&C.6. Protect, restore and improve ecosystem health and maintain native plant and animal community diversity across all land ownerships in the Flagstaff region. E&C.10. Protect indigenous wildlife populations, localized and larger scale wildlife habitats, ecosystem processes, and wildlife movement areas throughout the planning area.

WR.5. Manage watersheds and stormwater to address flooding concerns, water quality, environmental protections, and rainwater harvesting.

Attachments:

Memorandum

6.

CITY OF FLAGSTAFF



To: The Honorable Mayor and Council
From: Stacy Saltzburg, Deputy City Clerk
Date: 08/05/2015
Meeting Date: 09/08/2015

TITLE:

Boards and Commissions: Process Update

DESIRED OUTCOME:

Council Direction

EXECUTIVE SUMMARY:

The City Council uses every opportunity to establish community participation programs to allow for citizen involvement and input. The City's many boards and commissions are created to allow Flagstaff citizens to take an active role in City government. A number of questions have come up recently concerning Boards and Commissions and staff is looking for Council direction on how they would like these issues resolved.

The first issue is that of specialty appointments to Boards and Commissions. Specialty appointments are those appointments that are filled by an individual who has specific qualifications or designations. For example, the Open Space Commission has seats designated for a member of a natural and cultural science and the Tourism Commission has a seat designated for a member of the hospitality industry. There has been discussion as to who determines the qualifications of applicants to fill certain seats and if those qualifications need to be outlined better in the commission authority. Alternatively, there has been discussion about eliminating these specialty seats altogether.

Another issue is that of the Council Interview Teams. At a work session on February 24, 2015, staff gave the Council a presentation on how the interview teams are determined using a random rotation. At that time, the Council directed staff to continue using the rotation, but asked that they review prior appointments to make sure the same councilmember was not appointing multiple times to the same commissions. Since that time, staff has evaluated some other options that may make the process more fair and consistent.

Lastly, the Commission on Diversity Awareness has been inactive for some time. There has been recent interest in the commission and staff needs direction from Council on how to move forward. At one time there had been some general discussion about redefining the purpose of the commission.

INFORMATION:

There is no Council goal that specifically addresses Boards and Commissions; however, boards and commissions do provide input and recommendations based on City Council goals that may pertain to the board or commission work plan.

Attachments: Recap

PowerPoint

CITY OF FLAGSTAFF – BOARDS / COMMISSIONS

NAME	TERMS	APP'D BY	AUTHORITY	# VOTING MEMBERS	PURPOSE
Airport Commission	3 yrs	CC	CC 2-11	7	Responsible for reviewing and reporting to the Council on the development of the Airpark and on matters affecting the operation and efficiency of the airport, using the Airport Master Plan as a guide.
Audit Committee	Indef.	CC	Res. No. 2002-59	6	Meets as needed, but at least once a year, to review the Annual Financial and Single Audit reports. The Councilmember representative to the committee is a voting member. COMPOSITION: 1 Councilmember; City Manager; Management Services Director; 3 At-Large
Beautification and Public Art Commission	3 yrs	CC	CC 2-14	7	Recommends expenditures from the BBB beautification fund and public art portion of the BBB arts and science fund. It studies and recommends community beautification projects ranging from landscaping and irrigation, signs and billboards, buildings, facilities, streetscapes, gateways, the purchase and installation of public art projects within beautification projects, property acquisition for beautification and/or public art projects, and neighborhood-initiated projects, to mention a few. COMPOSITION: 1 from Hospitality; 1 from Arts; 1 from Design Professional; 4 At-Large
Board of Adjustment	3 yrs	CC	CC 2-10	7	Holds hearings on requests for variances and appeals of decisions by the Zoning Administrator. The board does not have the authority to change zoning law. COMPOSITION: 6 At-Large; 1 from Planning & Zoning Commission
Building and Fire Code Board of Appeals	3 yrs	CC	Res. 1565 CC 2-02	7	Meet when necessary. The board holds hearings on appeals related to the application and interpretation of City building and fire codes. The Board of Appeals has no authority to interpret the administrative provisions of the code, nor is the board empowered to waive requirements of the code.

Commission on Disability Awareness	3 yrs	CC	CC 2-18	7	Serves the disabled community in Flagstaff. The commission's goals are to expand educational opportunities; improve access to housing, buildings, and transportation; have greater participation in recreational, social, and cultural activities; encourage greater opportunity for employment; and expand and strengthen rehabilitative programs and facilities.
Commission on Diversity Awareness	3 yrs	CC	CC 2-08	7	Represent the diverse population of Flagstaff. The mission of the commission includes, but is not limited to, fostering mutual understanding, tolerance, respect, and awareness among all citizens; recognizing the different economic, cultural, social, racial, religious, and ethnic groups within the City; cooperating in the development of educational programs dedicated to improving community relations; and enlisting the support of various groups to foster diversity awareness.
Flagstaff Housing Authority	4 yrs	Mayor	CC 1-13 ARS §36-1404.B	7	Oversees the functions of the Housing Authority; implements the City's public housing programs. COMPOSITION: 6 At-Large; 1 resident representative (CFHA housing or Section 8 housing assistance)
Heritage Preservation Commission	3 yrs	CC	CC 2-19	7	It advises the City Council on all matters relating to historic preservation, and reviews development projects in designated historic districts. COMPOSITION: 2 from architecture, history, architectural history, planning, archeology; 2 owners of locally designated historical property or on National Register of Historic Places; 3 At-Large
Industrial Development Authority	6 yrs	CC	Res. No. 1636	9	Meet on an as-needed basis. This is an independent authority established by State law. The Authority issues revenue bonds to projects eligible for financing under State statute. The City Council gives final approval on all bonds.
Library Board	3 yrs	CC	Intergovernmental Agreement	6	The Library Board does not meet in July or November and serves as a citizen's advisory board to the Library Director. COMPOSITION: 2 County residents; 4 City residents; 1 non-voting from City Council; 1 non-voting from Board of Supervisors.

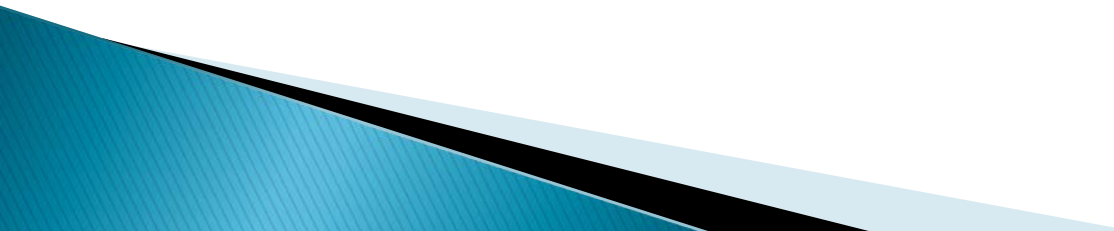
Open Spaces Commission	3 yrs	CC	CC 2-20	7	<p>The commission serves as an advisory body on the acquisition, management, use, restoration, enhancement, protection, and conservation of open space land.</p> <p>COMPOSITION: 4 from natural/cultural sciences; 1 from the Planning and Zoning Commission; 1 from real estate or real estate development; 1 At-Large.</p>
Parks and Recreation Commission	3 yrs	CC	CC 2-03	7	Makes recommendations to the Council regarding City parks and recreational programs, the annual budget and capital improvements for the Parks and Recreation Division.
Personnel Board	5 yrs	CC	Ord. Nos. 1146 , 1198	7	Conducts hearings to ensure due process for regular, classified employees who are dismissed, demoted, or suspended without pay. The Board forwards all recommendations to the City Manager who has final authority in all personnel matters.
Planning and Zoning Commission	3 yrs	CC	CC 2-01 ARS §9-461.02	7	Serves as an advisory board to the Council on matters relating to the growth and physical development of the City. The commission also conducts hearings on amendments to the Zoning Map, tentative subdivision plats, and Development Review Board appeals.
Public Safety Personnel Retirement System Board	4 yrs	CC	ARS §38-847	7	<p>The board meets as needed to process membership and retirement applications from Flagstaff police officers and firefighters.</p> <p>COMPOSITION: Mayor, 2 citizens, 2 representatives from Police Department (elected by members); 2 representatives from Fire Department (elected by members).</p>
Self-Insurance Trust Fund Board	Indef.	CC	ARS §11-981 CC 1-24	6	<p>Pursuant to State law, the board meets once a year to review payment of insurance benefit losses and claims of the City. (Same members as Audit Committee)</p> <p>COMPOSITION: Same as Audit Committee</p>
Sustainability Commission	3 yrs	CC	CC 2-17	7	Recommends and coordinates activities in concert with the City of Flagstaff Sustainability Program. Commission will address the social, economic, and environmental considerations of meeting the needs of current and future citizens. Directives include promotion of sustainable practices in all spheres of life and educating Flagstaff citizens.

Tourism Commission	3 yrs	CC	CC 2-13	7	<p>The mission of the Tourism Commission is to develop, promote, and maintain Flagstaff as a year-round visitor destination with professional visitor services that will benefit the community economically, environmentally, and socially.</p> <p>COMPOSITION: 4 from Hospitality; 3 At-Large</p>
Transportation Commission	3 yrs	CC	CC 2-12	7	<p>The Transportation Commission reviews requests for changes in traffic regulations and formulates and recommends traffic-related policies and ordinances to the Council. The commission sponsors two subcommittees: the Bicycle Advisory Committee and the Pedestrian Advisory Committee, each consisting of seven voting members.</p> <p>COMPOSITION: 5 At-Large; 1 representative from Flagstaff Unified School District (FUSD); 1 representative from Northern Arizona Intergovernmental Public Transit Authority (NAIPTA)</p>
Water Commission	3 yrs	CC	CC 2-04	7	<p>It reviews extensions of the water and sewer collection systems, treatment and use of water furnished by the City, treatment and disposal of the City's sewage system effluent, and water/sewer rates.</p>

BOARDS AND COMMISSIONS PROCESS UPDATE

September 8, 2015


AGENDA

- ▶ Current Listing / Composition
 - ▶ Background
 - ▶ Specialty Appointments to Commissions
 - ▶ Council Interview Team Selection
 - ▶ Status of Diversity Awareness Commission
 - ▶ Update on Board / Commission Streaming
 - ▶ Council Direction
 - ▶ Proposed changes to the B/C Manual
- 

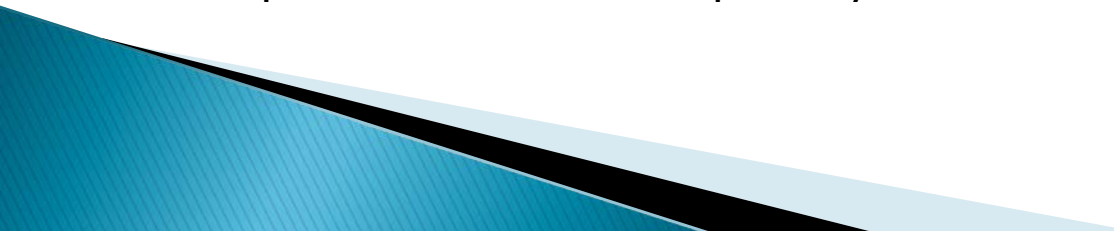
CURRENT BOARDS/COMMISSIONS

- ▶ Airport Commission
- ▶ Audit Committee
- ▶ Beautification and Public Art Commission
- ▶ Board of Adjustment
- ▶ Building and Fire Code Board of Appeals
- ▶ Commission on Diversity Awareness
- ▶ Disability Awareness Commission
- ▶ Flagstaff Housing Authority
- ▶ Heritage Preservation Commission
- ▶ Industrial Development Authority
- ▶ Library Board
- ▶ Open Space Commission
- ▶ Parks and Recreation Commission
- ▶ Personnel Board
- ▶ Planning and Zoning Commission
- ▶ Public Safety Personnel Retirement System Board
- ▶ Self-Insurance Trust Fund Board
- ▶ Sustainability Commission
- ▶ Tourism Commission
- ▶ Transportation Commission
 - Bicycle Advisory Committee
 - Pedestrian Advisory Committee
- ▶ Water Commission
- ▶ COMPOSITION – HANDOUT

BACKGROUND

- ▶ Spring of 2014 the City Council reviewed all Boards / Commissions at a Work Session. Directed staff to provide for on-line training and bring back ordinance for standardization.
 - ▶ Fall of 2014 the City Council adopted a resolution amending the B/C Manual and adopted an ordinance to standardize the number of members and term lengths where possible.
 - ▶ Early 2015 the City Council discussed B/C Manual changes and received an update on outreach efforts and the Council Interview Team process.
- 

SPECIALTY APPOINTMENTS

- ▶ Some Boards and Commissions have specialty appointments.
 - i.e. Natural/Cultural Sciences, Hospitality
 - ▶ Concerns about inconsistency in the application, definition and determination of the qualifications.
 - ▶ Options for Consideration:
 - Eliminate specialty appointments.
 - Keep specialty appointments and add a section to the application that asks for the applicant to tell us how they are qualified for a particular seat. If an applicant does not indicate their qualifications, then they are not eligible for the specialty seat.
 - Keep specialty appointments and have staff liaison make a recommendation. Council can appoint someone other than the recommended appointee, but only after making findings on the record regarding the appointee's qualifications for the specialty seat.
- 

COUNCIL INTERVIEW TEAM SELECTION

- ▶ Currently, two Councilmembers are appointed to a *Council Interview Team* for each commission based on a rotation process.
- ▶ Four options for consideration:
 - ONE: Keep the selection process as is.
 - TWO: Eliminate the interview teams.
 - THREE: Assign 1 Councilmember to each vacancy using a rotating list for each commission separately.
 - FOUR: Assign 1 Councilmember to each vacancy using a rotating list for all commissions.

Example of Option Three

- ▶ Two appointments for the Parks and Recreation Commission.

Parks and Recreation Commission Rotation	
Mayor Nabours	07/07/14
Vice Mayor Barotz	08/15/15
Councilmember Brewster	09/08/15 – vacancy 1
Councilmember Evans	09/08/15 – vacancy 2
Councilmember Oravits	
Councilmember Overton	
Councilmember Putzova	

- ▶ Councilmember Brewster would be assigned to one vacancy and Councilmember Evans to the other; each would make one recommendation for their assigned seat.

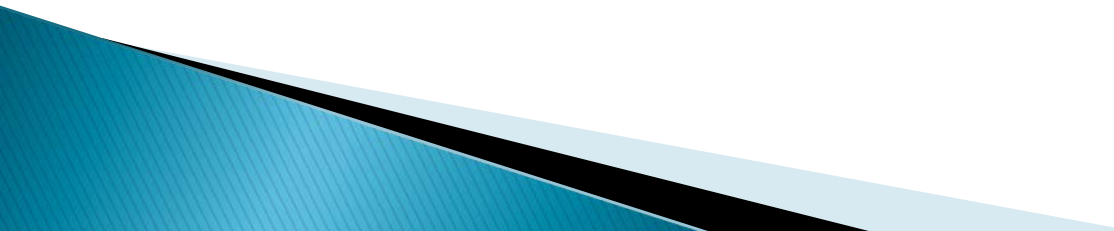
Example of Option Four

- ▶ One appointment for the Open Space Commission and two appointments for the Tourism Commission.

Commission Interview Rotation	
Mayor Nabours	06/22/15 – Open Space
Vice Mayor Barotz	07/07/15 – Transportation
Councilmember Brewster	08/15/15 – Parks and Rec.
Councilmember Evans	09/08/15 – Open Space
Councilmember Oravits	09/08/15 – Tourism 1
Councilmember Overton	09/08/15 – Tourism 2
Councilmember Putzova	

- ▶ Councilmember Evans would be assigned to the Open Space vacancy, Councilmember Oravits to one Tourism vacancy and Councilmember Overton to the other Tourism vacancy.

STATUS OF THE DIVERSITY AWARENESS COMMISSION

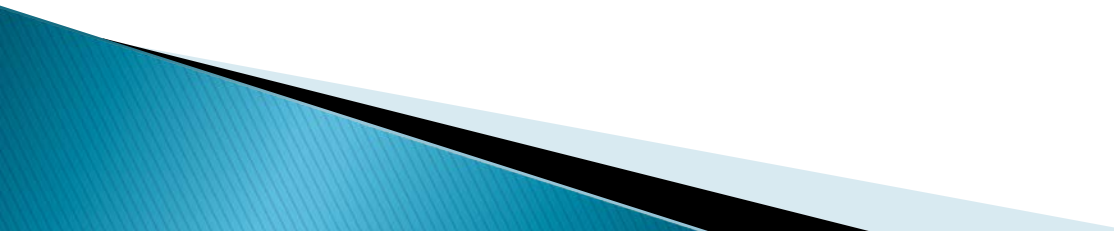
- ▶ All commissioners resigned in March 2014.
 - ▶ Commission has had no activity since that time.
 - ▶ There has been recent interest in the commission and there are 8 applications currently on file.
 - ▶ Would the Council be interested in reactivating this commission?
- 

UPDATE – STREAMING

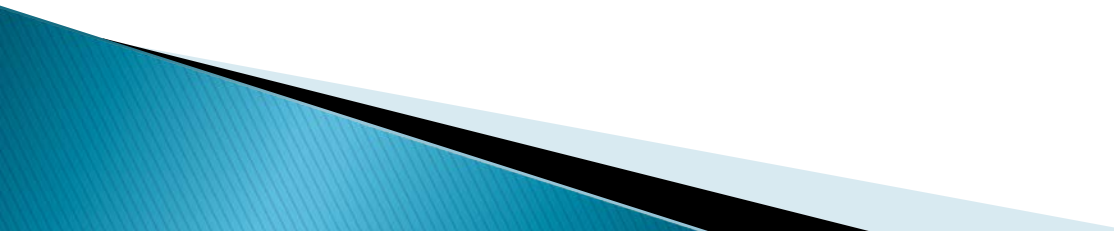
- ▶ As of September 1, 2015, the following commissions are being streamed:
 - Board of Adjustment
 - Transportation Commission
 - Bicycle Advisory Committee
 - Beautification & Public Art Commission
 - Planning & Zoning Commission
 - Sustainability Commission
 - Pedestrian Advisory Committee
 - Parks & Recreation Commission
 - Heritage Preservation Commission
 - Water Commission
 - Disability Commission
 - Tourism Commission
 - Open Space Commission

 - ▶ The following commissions will be streamed starting January 2016:
 - Flagstaff Housing Authority
 - Library Board
 - Airport Commission
- 

COUNCIL DIRECTION

- ▶ Preference for specialty seats
 - ▶ Preference for Council Interview Teams
 - ▶ Status of the Diversity Awareness Commission
 - ▶ Any further direction?
- 

Proposed B/C Manual Changes

- ▶ Reminder: The current Manual prohibits serving on more than one board or commission at a time except in certain special instances.
 - ▶ The last time we discussed the Boards and Commissions Manual, Council decided to apply a “six month rule” for applying to a new commission while currently acting as a commissioner. The new rule would not require resignation before appointment to a new board or commission, but would allow overlapping terms in the last six-months of service.
 - ▶ Council also asked for a change in language to make it clear that liaisons from one board or commission to another may serve on more than one board or commission and overlapping service is allowed when required by law.
 - ▶ These changes will come forward with the changes proposed above.
- 

»» **QUESTIONS?**

Memorandum

7.

CITY OF FLAGSTAFF

To: The Honorable Mayor and Council
From: Roger Eastman, Zoning Code Administrator
Date: 08/13/2015
Meeting Date: 09/08/2015



TITLE:

Policy discussion on proposed amendments to Chapters 10-10 and 10-20 of the Flagstaff Zoning Code

DESIRED OUTCOME:

At this work session, staff will be seeking Council direction on any policy issues associated with proposed amendments to Chapter 10-10 (Title, Purpose and Jurisdiction) and Chapter 10-20 (Administration, Procedures and Enforcement) of the Flagstaff Zoning Code.

EXECUTIVE SUMMARY:

This fall the Council and staff will commence a review of proposed amendments to the Flagstaff Zoning Code in a series of ongoing work sessions organized by chapter. In the work sessions, staff will introduce the more substantive amendments to the Council explaining the reason for them and why the new amendment is being proposed. A summary of the Planning Commission's discussion and recommendations on the amendments will also be included. The Council will be able to identify any policy issues that warrant a more in-depth discussion, either at the current work session, or in a future work session.

INFORMATION:

COUNCIL GOALS:

- 7) Address key issues and processes related to the implementation of the Regional Plan
- 8) Improve effectiveness of notification, communication, and engagement with residents, neighborhoods and businesses and about City services, programs, policies, projects and developments

REGIONAL PLAN:

The Flagstaff Regional Plan 2030 supports the update and amendment of the Flagstaff Zoning Code with the following goals (policies are only included where needed to clarify a goal):

Goal NH.6. Neighborhood conservation efforts of revitalization, redevelopment, and infill are compatible with and enhance our overall community character.

Goal ED.1. Create a healthy environment for business by ensuring transparent, expeditious, and predictable government processes.

Policy ED.7.1. Support planning, design, and development that positively, creatively, and flexibly contribute to the community image.

The City Council adopted the Flagstaff Zoning Code (City Code Title 10) on November 1, 2011 to replace the former Land Development Code. Amendments to the Zoning Code have been anticipated since that time, and over the past few years, City planning staff, as well as staff that work with the Zoning Code on

a regular basis (i.e. from the engineering, traffic, stormwater, housing or legal sections/divisions), have documented sections of the Code where possible amendments would be required. Also, ideas for amendments have been submitted by interested Flagstaff residents and design professionals, and these have been compiled with staff's revisions into a comprehensive document of suggested revisions to the Code.

The Planning and Zoning Commission held three work sessions on the proposed amendments – April 29, 2015 (the required citizen review session), May 13, 2015 and May 27, 2015 – to review, discuss and provide comment and feedback to staff on the proposed amendments. On June 10, 2015 the Commission held a public hearing in which they heard from some residents and continued their review and discussion. Finally, on June 24, 2015 the Commission unanimously moved to recommend that the Council approve the proposed amendments as presented by staff together with additional recommended changes. These amendments were provided to the Council in early-July when they were also posted to the Zoning Code webpage – www.flagstaff.az.gov/zoningcode.

At a work session on June 30th the Council and staff discussed a path forward for the Council's review of the proposed amendments to the Zoning Code. It was agreed that the best approach (based on the Council experience with the review of the Zoning Code before its adoption in November 2011) was as follows:

- July 14th Executive Session to discuss the possible implications for Proposition 207 claims relative to some of the proposed amendments. (Completed)
- In July staff will provide the Council with the Planning and Zoning Commission's final recommendation on the proposed Zoning Code amendments (assuming these are finalized on June 24th) so that the Council has the opportunity to review them over the summer recess. (Completed)
- In September Council and staff will commence a review of the proposed amendments in a series of work sessions. The amendments in some chapters may be combined into one work session (e.g., Chapters 10-10 through 10-20), and other work sessions may be scheduled for one chapter at a time (e.g. Chapter 10-40). In the work sessions, staff will introduce the more substantive amendments to the Council explaining the reason for them and why the new amendment is being proposed. Furthermore, a summary of the Planning Commission's discussion and recommendations on the amendments will be presented. As a result of this staff presentation the Council should be able to identify any policy issues that warrant a more in-depth discussion, either at the current work session, or in a future work session. Council may invite members of the public to comment on the amendments to each chapter at the work sessions. Staff will ensure that the work sessions are well advertised so that residents and local stake holder groups may attend.
- Following the work sessions on the proposed amendments, and the conclusion of any policy recommendations by the Council, staff will schedule a public hearing as required by Arizona law and the Zoning Code. Thereafter, first and second readings of the ordinance adopting the proposed amendments to the Zoning Code will be scheduled.

The proposed amendments fall into three general categories:

1. Minor amendments: These include clarification of language, insertion of appropriate cross-references, rearranging of text so that it is more logically organized in the Code (without substantive amendment to intent), or correction of a standard that was incorrectly stated.
2. Major or substantive amendments: These include a revision to a development standard, addition of a new land use in the land use tables of Chapter 10-40 (Specific to Zones), addition of a new standard (typically more restrictive than the current Code), addition of a new or changed process/procedure, or addition of a development standard from the former Land Development

Code that was not brought forward into the current Zoning Code. Some of these amendments may involve a policy decision by the Council after consideration of the staff's, Commission's, and public's recommendations and ideas on the subject.

3. Non-substantive clerical and grammatical amendments: Staff has developed an ongoing list of non-substantive clerical and grammatical edits that do not change the intent of a Code provision, but which do correct cross-references, incorrect word use, and grammatical errors.

Summary of Substantive Amendments - Chapter 10-20 Administration, Procedures and Enforcement

Staff has not identified any substantive amendments in Chapter 10-10 (Title, Purpose and Jurisdiction).

A summary of the substantive amendments is provided in a table on the first page of each chapter with a brief description of the amendment and on what page it may be found. Throughout each chapter, an explanation of why the amendment is proposed is included. This may be easily identified because it is written in *italic* font.

The substantive amendments identified by staff that may require a more in-depth policy discussion with the Council follows (The Council may also identify additional policy issues as they review the proposed amendments):

1. Section 10-20.30.060 (Neighborhood Meeting): Increases the number of required neighborhood meetings to a minimum of two, but allows the Director to waive the second meeting. Also includes a requirement to inform residents living on the subject property. Further, the applicant is required to keep detailed notes of the meeting's outcome and to distribute them to the people who attended the meeting.
2. Section 10-20.30.080 (Notice of Public Hearings): Responsibility for posting the subject property and mailing notices to surrounding property owners and residents living on the subject property is shifted from the City to the applicant. The City will continue to assume responsibility for providing legal notice in the Arizona Daily Sun.

The Planning and Zoning Commission had no substantive comments or discussion on the amendments to Chapter 10-10.

The Commission's concerns and final recommendations on the amendments to Chapter 10-20 are described in *italic font* within the explanation of why the amendment is proposed, and may be identified by the "**(P&Z)**" notation. Specific topics that warranted the most discussion are summarized below:

Page 20-3: 10-20.30.020.E (Availability of Materials) – As a result of the Commission's suggestions this paragraph was completely rewritten.

Page 20-5: 10-20.30.060.D (Neighborhood Meeting Notification) – This amendment reflects a suggestion from a member of the public that was supported by the Commission.

Page 20-8: 10-20.30.080.A.5 (Notice Requirements) – The Commission offered suggestions for additional noticing tools (e.g. the use of QR Codes) that will be incorporated into staff's processes and procedures.

Page 20-9: 10-20.40.030.D (Conditional Certificates of Occupancy) – A minor amendment suggested by the Commission was added to paragraph 1.b.

Page 20-13: Table 10-20.40.090.A – Based on the Commission's recommendation, additional types of Minor Modifications have been added to this Table (Row # 25 and 26).

Page 20-15: 10-20.40.140.B.1 (Site Plan Review) – Includes a clarification to subparagraph a. recommended by the Commission.

Page 20-15: 10-20.40.130 (Sign Permits – Temporary Signs) – In June 2015, the US Supreme Court rendered it's decision in the *Reed v Town of Gilbert* sign code case. Staff has been diligently studying the court's opinion and working on first drafts of possible revisions to the Sign Code with specific reference to temporary signs. In September the Council will hold an executive session with staff to

discuss the legal implications of the *Reed* case to the City of Flagstaff's Sign Standards. Additional amendments to the various provisions of the Zoning Code may be required and will be presented to the Council in the months ahead concurrent with the other amendments proposed to the Zoning Code.

Conclusion:

The working calendar has been updated with the following suggested dates for future council policy discussion on the proposed amendments to the Zoning Code;

September	8	work session - Chapters 10-10 and 10-20
	15	regular - Chapter 10-30
	29	work session - Chapter 10-40
October	6	regular - Chapter 10-40 continued
	13	work session - Chapter 10-50
	20	regular - Chapter 10-50 continued
	27	work session - Chapters 10-60 through 10-90
November	3	regular - Hold for Zoning Code as needed
	10	work session -
	17	regular - Public Hearing/Resolution/First reading of ordinance
	24	work session -
December	1	regular - Second reading/adoption
	8	work session -
	15	regular - Hold for Zoning Code as needed
	29	work session -

If you have questions, or require clarification on the contents of this staff summary, please contact Roger E. Eastman, AICP, Comprehensive Planning and Code Administrator at reastman@flagstaffaz.gov or (928) 213-2640.

Attachments: [Amendments Chapter 10-10](#)
 [Amendments Chapter 10-20](#)

Proposed Amendments to the Zoning Code Final Planning and Zoning Commission Recommendation

First created: October 26, 2011

Date of previous update: July 19, 2013

Most recent updates: January 27, 2015; May 2, 2015; May 27, 2015; June 10, 2015; June 24, 2015

Chapter 10-10: Title, Purpose, and Jurisdiction

Division 10-10-10: Title

10-10.10.020 Zoning Map

- Page 10.30-1

A. Adoption

The Zoning Map, which divides the City of Flagstaff (City) ~~is hereby divided~~ into zones, ~~as shown on the Zoning Map which,~~ together with all explanatory notes provided on the Zoning Map, is adopted by reference and declared to be a part of this Zoning Code. ~~The Zoning Map shall be kept on file in the office of the Planning Director (Director).~~

B. Zone Boundary or Classification Changes

If, in compliance with the provisions of the Zoning Code, changes are made ~~to~~in zone boundaries, zone classifications, or other matters set forth on the Zoning Map, such changes shall be entered on the Zoning Map within 30 days following the effective date of the ordinance adopting the change.

C. Maintenance of Zoning Map

The Zoning Map shall be kept on file in the office of the Planning Director (Director), ~~and, The Zoning Map~~ shall be maintained in electronic format by the Information Technology Division, as authorized by the Director.

These essentially clerical amendments improve the readability of this Section.

Division 10-10-20: Legislative Intent and Purpose

10-10.20.020 Purpose of Zoning Code

- Page 10.30-4

~~C. This Zoning Code is adopted in compliance with the requirements and authority granted to the City by the Arizona Constitution, Article XIII, Arizona Revised Statutes, Title 9, Chapter 4, and the City Charter in order to carry out the purposes stated in those laws.~~

This text is also included on Page 10.30-1 and, therefore, may be deleted.

Division 10-10.30: Authority

10-10.30.030 Applicability

- Page 10.30-2

C. Property Owned by Federal or State Agencies

The provisions of this Zoning Code shall not apply to property owned by the United States of America or any of its agencies, ~~nor to~~ the State of Arizona, ~~or to~~ any local agency not required to comply with this Zoning Code by State law ~~when the proposed use or structure is for a governmental purpose~~. All exempt agencies are encouraged to

design any new developments in compliance with the standards set forth in this Zoning Code and to cooperate in meeting the goals and objectives of this Zoning Code and the General Plan.

The text shown to be deleted above is redundant and may be deleted.

10-10.30.040 Rules of Interpretation

- Page 10.30-3

C. Whenever any provisions within this Zoning Code impose overlapping or contradictory regulations, or whenever any provisions of this Zoning Code and any other code, rule, or regulation impose overlapping or contradictory regulations, the provision which is more restrictive or imposes higher standards or requirements shall govern, so that in all cases the most restrictive provision shall apply.

This amendment ensures that if there are internal conflicts within the Zoning Code itself, the more restrictive standard or requirement would apply.

D. It is not intended that any provision of this Zoning Code nor any act by an administrative official or Review Authority shall restrict or impair the right of any ~~private or public~~ person to bring ~~any~~ legal or equitable action for redress against nuisances, hazards, or injuries to persons or property.

This essentially clerical amendment removes confusing language from this sentence.

10-10.30.070 Calculation of Fractions

- Page 10.30-4

(P&Z): Following Commission discussion on this Section, no revisions are proposed and staff recommends that the original text should remain unchanged.

10-10.30.090 Rules of Transition

- Page 10.30-5

The following rules shall apply to all properties in the City on the effective date of this Zoning Code:

B. Developments with Approvals or Permits

1. Building Permit Issued Prior to Effective Date

Any building, structure, or sign for which a lawful Building Permit ~~has been~~^{is} issued or for which a complete Building Permit or Sign Permit application ~~as determined by the Building Official or Director~~ has been filed at least one day prior to the effective date of this Zoning Code or any subsequent amendment to the Code, may be constructed and completed in conformance with the permit and other applicable approvals, permits and conditions, even if such building, structure or sign does not fully comply with this Zoning Code or any subsequent amendment to the Code. If construction is not commenced in compliance with the applicable permit terms, the Building Official may grant an extension in compliance with the provisions of the Building Code. If the extension does not state a specific time, it shall be an extension for six months. If the building, structure, or sign is not completed in conformance with the Building Permit and any granted extension, then the building, structure, or sign shall be constructed, completed or occupied only in compliance with this Zoning Code or any subsequent amendment to the Code.

The amendments in this Subsection clarify that any project for which a building permit or sign permit has been filed may be constructed even if the development or sign for which the permit may be issued does not comply with the Zoning Code or any subsequent amendment to the Code.

2. Final Site Plan Review and Approval Prior to Effective Date

An applicant whose development has received Site Plan Review and Approval prior to the effective date of this Zoning Code [or any subsequent amendment to the Code](#) may file an application for a Building Permit in compliance with the approved site plan and any conditions of approval, even if the development does not comply with the provisions of this Zoning Code [or any subsequent amendment to the Code](#). Upon approval of construction plans for the development, a Building Permit may be issued. ~~Site Plan Review and Approvals granted for developments approved~~ prior to the effective date of this Zoning Code [or any subsequent amendment to the Code](#) shall be valid for one year from the date of approval. No time extensions shall be permitted.

These minor amendments eliminate redundant language in this Subsection and update the provisions regarding the effective date of the Zoning Code or any subsequent amendment to the Code.

- Page 10.30-6

C. Applications Filed Prior to the Effective Date

1. Complete applications for new developments including, but not limited to Site Plan Review and Approval, Conditional Use Permits, and preliminary plats, ~~that are~~ filed prior to the effective date of this Zoning Code [or any subsequent amendment to the Code](#) may be approved under the provisions of the zoning code previously in effect (1991 Land Development Code). Applicants may also elect to develop in compliance with the provisions of this Zoning Code, ~~and in that case shall comply with all provisions of this Zoning Code~~. If a Building Permit application is not filed within one year of the date of approval of the application for new development, the approval shall expire. No time extensions shall be permitted.
2. Applications for amendments to the Zoning Map filed prior to the effective date of this Zoning Code shall be governed by the provisions of the 1991 Land Development Code unless the applicant elects to comply with this Zoning Code.

These minor amendments eliminate redundant language in this Subsection and update the provisions regarding the effective date of the Zoning Code or any subsequent amendment to the Code.

Division 10-10-40: Severability

10-10.40.010 Severability

- Page 10.40-1

- B. ~~The invalidation of the application of~~ [A determination by order of any court of competent jurisdiction that](#) any section, sentence, clause, phrase, word, portion, or provision of this Zoning Code [does not apply](#) to any particular property or structure, or to any particular properties or structures, ~~by order of any court of competent jurisdiction~~ shall not affect the application of such section, sentence, clause, phrase, word, portion, or

provision to any other property or structure not specifically included in the court's order.

This minor amendment improves the readability of this sentence.

Division 10-10-50: Effective Date

10-10.50.010 Effective Date

- Page 10.50-1

- ~~A. As of the effective date of this Zoning Code, all codes, or portions of such codes, applicable to zoning, and land use within the incorporated areas of the City which are inconsistent with the provisions of this Zoning Code are hereby repealed to the extent of such inconsistency.~~
- B. This Zoning Code is hereby enacted as ~~and shall be~~ the zoning ordinance for the City, and shall be ~~in full force and effect from and after its passage, the effective date being as~~ of 12:01 A.M., December 5, 2011, unless this Zoning Code is referred to a vote of the people, in which case it will take effect, if at all, 10 days after the election approving its adoption ~~this Zoning Code~~.

This Section was written to clearly define when the new Zoning Code would become effective following the Code's adoption by the City Council on November 1, 2011. These minor amendments eliminate redundant language, change the tense to the past to reflect that the Code has been adopted and is now in effect, and to improve the readability of this Section. Paragraph A may be deleted as it is now redundant.

Proposed Amendments to the Zoning Code

Final Planning and Zoning Commission Recommendation

First created: October 26, 2011

Date of previous update: July 19, 2013

Most recent updates: 1/27/2015; 2/2/2015; 2/20/2015; 4/16/2015; 4/23/2015; 5/2/2015; 5/27/2015; 6/10/2015; 6/24/2015

Chapter 10-20: Administration, Procedures and Enforcement

A summary of major/substantive amendments (e.g. where a new process or procedural requirement is proposed, a standard is changed, etc.) is provided in the table below:

Section No.:	Zoning Code Page No.:	Brief Description	Page No. (this document):
10-20.30.050 Concept Plan Review	20.30-4	Applicability: Expands the projects that may be reviewed through Concept Plan Review rather than the more time consuming Site Plan Review process.	3
10-20.30.060 Neighborhood Meeting	20.30-5	Neighborhood Meetings Required: Increases the number of required neighborhood meetings to two, but allows the Director to waive the second meeting. Also includes a requirement to inform residents living on the subject property.	4
10-20.30.080 Notice of Public Hearings	20.30-11	Notice Requirements: Includes a requirement to inform residents living on the subject property. Further, responsibility for posting the subject property and mailing to surrounding property owners is shifted from City staff to the applicant.	6
10-20.40.060 Development Agreements	20.40-12	Consideration and Decision; Staff Responsibilities: Defines when the terms of the development agreement may be negotiated, i.e. after impact analyses are accepted.	11
10-20.40.090 Minor Modifications to Development Standards	20.40-15	Applicability: More precisely defines the Zoning Code Administrator's role in reviewing these requests. The subsection on modifications to site plans is moved to Section 10-20.40.140 (Site Plan Review and Approval). Further, additional standards are included as eligible for modification.	12
10-20.40.150 Temporary Uses	20.40-35	New section to allow the temporary occupancy of a recreation vehicle while a residence is under construction.	18
10-20.50.040 Procedures	20.50.9	Protest Procedures: Establishes a time frame in which a protest of a zone change must be filed to provide sufficient time to provide it to the Council in a timely manner.	20
10-20.50.040 Procedures	20.50.10	Conditions of Approval: Requires compliance with resource protection standards even if the subject property is not located in the RPO.	21

Division 10-20.30: Common Procedures

Section 10-20.30.020 Application Process

- Page 20.30-2

B. Application Content

3. The Director shall specify the form and content of applications required by this Zoning Code. The Director may require supporting materials as part of the application, including, but not limited to, legal descriptions, statements, photographs, plans, drawings, renderings, models, material samples, and other items necessary to describe the existing situation and the proposed development. The applicant ~~is~~shall be responsible for the accuracy and completeness of all information submitted to the City. The Director may waive the submission of specific material or information ~~if~~ upon a finding that he finds it is not needed to reach a decision on the application.
4. Prior to and as a condition of final approval of a change to any land use regulation or standard, Zoning Map amendment, or Conditional Use Permit, the Director may require the owner to execute a Waiver of Claims for Diminution in Value (City Code Title 1 (Administration), Chapter 1-17 (City Finances)) in compliance with the A.R.S. § 12-1131 through 12-1138.

(P&Z) The amendment in paragraph 4 suggested by the P&Z Commission clarifies that the Prop 207 waiver is also required for zone changes and Conditional Use Permits. Upon further consultation with the City Attorney's office, staff recommends that the sample language used by some Valley cities (e.g. City of Buckeye) should not be inserted on the application form, and rather that a cross reference to the Zoning Code Section above should be included on this form. June 24th – Commissioner Turner stated for the record that he felt no applicant should give up their rights by signing a Proposition 207 Waiver.

- Page 20.30-2

C. Determination of Administrative Completeness and Substantive Review

1. After receiving an application accompanied by the required fee (See Appendix 2 (Planning Fee Schedule)), all applications shall be reviewed in compliance with the time frames for administrative and substantive review on file with the Planning Section, as required by A.R.S. § 9-832 et.seq.
2. In order to ~~the Director shall~~ determine if the application is complete within the established administrative review period ~~in compliance with the review schedule on file with the Planning Section. In order to make the completeness determination,~~ the Director may submit the application to other City ~~departments or~~ divisions, as appropriate. The Director shall notify the applicant if the application is complete and has been accepted for processing. If the application is incomplete, the Director shall identify the items that must be filed to complete the application and return it to the applicant. No application ~~will~~shall be reviewed and no public hearings ~~will~~shall be scheduled until an application is determined to be complete. An applicant may appeal the Director's determination of completeness to the Community Development Director (See Section 10-20.80 (Procedures for Appeals)).

3. When an application has been determined to be complete, it will be considered for substantive review within the established substantive review period for the application. The Director may submit the application to other affected City divisions which shall determine whether the application complies with pertinent standards and regulations. An applicant may appeal a determination of the Director to the Board of Adjustment as set forth in Section 10-20.80.020 (Appeals of Interpretations by the Zoning Code Administrator and Director).

The amendments proposed in this Subsection are necessary in order to ensure that the requirements of A.R.S. § 9.852 et. seq. as approved by the state legislature in SB1598 (The Regulatory Bill of Rights), and as updated by HB2443 in the 2013 legislative session, are included in the Zoning Code.

- Page 20.30-3

E. Availability of Materials

Applications and supporting materials are public records pursuant to A.R.S. § 39-121 through 39-128. Public records may be reviewed and copied upon request during normal business hours, unless protected from disclosure. The applicant shall clearly label each page of copyrighted or trademarked materials (e.g., ©, ®, TM) and such materials will be available for public inspection, but copyrighted materials will not be copied.

(P&Z): As a result of the Commission's discussion on this topic, the previous language offered by staff has been replaced by the new text suggested above that more clearly addresses under what conditions materials submitted in support of a development application may be made available for public inspection. The amendment is consistent with similar provisions in most Arizona city's zoning codes.

10-20.30.050 Concept Plan Review

- Page 20.30-4

A. **Purpose**

~~Concept Plan Review is required for all developments requiring Site Plan Review and Approval (Section 10-20.40.140).~~ Concept Plan Review is an informal review to ensure that the applicant is aware of the procedures and substantive requirements of the City, and to identify any potential problems or concerns prior to submitting for Site Plan Review and Approval (Section 10-20.40.140).

B. Applicability

Concept Plan Review is required for the following:

1. All developments requiring Site Plan Review and Approval (Section 10-20.40.140);
2. Any change of use that triggers an increase in required parking;
3. A proposed duplex;
4. Non-structural remodeling of an exterior façade; and

5. A proposed single-family residence located on a parcel that is not part of a platted subdivision.

This amendment which adds an Applicability section is necessary in order to expand the list of new developments that are subject to Concept Plan Review consistent with staff's current practices. In an attempt to simplify the development review process, provide a higher level of customer service, and reduce costs to new development, when it is appropriate to do so staff guides new development through the Concept Plan Review process rather than more time consuming Site Plan Review process. Subparagraph #5 is included as new homes in unplatted areas of the City (e.g. Rain Valley) may require the coordination of infrastructure and other conditions, such as the need for a cistern, non-combustible construction, or the construction of a fire access road. The concept plan review provides the home owner with early notice of issues that need to be addressed, of which they may not have been aware. Renummer all following Subsections.

CB.Application for Concept Plan Review

2. Application Review

Upon receipt of an application, the Director shall refer the Concept Plan application to any applicable departments or agencies, which shall review the application for compliance with City standards and regulations. The Director, in compliance with the Review Schedule on file with the Planning Section, shall provide conditions and comments to the applicant, ~~in compliance with the Review Schedule on file with the Planning Section~~. Major developments (i.e. those over 20,000 square feet in gross floor area or over 50 dwelling units) may be scheduled for a longer review period.

10-20.30.060 Neighborhood Meeting

• Page 20.30-5

A. Neighborhood Meetings Required

1. Applicants for a General Plan amendment, Specific Plan amendment, Zoning Map amendments, Conditional Use Permit, annexation or change of use within the PF (Public Facility) Zone shall schedule and conduct at least two neighborhood meetings in compliance with this Section. The applicant is responsible for all costs associated with the neighborhood meetings.
2. The Director may waive the requirement for ~~a~~ neighborhood meetings if it can be demonstrated that there are a limited number of property owners adjacent to the subject property and that other techniques for informing them of the application would be more effective, such as direct mailing with information on the application or one-on-one meetings with affected property owners.

This amendment adds an additional level for citizen engagement and public outreach by requiring applicants for the processes listed to hold at least two neighborhood meetings. Currently only one is required, but the Director may require an additional meeting if substantial changes are proposed after the first meeting was held. As described in Subsection G. below, the requirement for the second neighborhood meeting may be waived if there were no substantive

issues raised by the meeting participants or there was minimal public participation in the initial meeting.

C. Neighborhood Meeting Planning

1. The applicant's neighborhood meetings shall be scheduled ...
2. A plan for how the applicant intends to conduct the neighborhood meetings shall be submitted ...
 - a. Property owners, citizens, jurisdictions and public agencies within 300 feet of the development or that may be affected by the application. The Director may expand the required notification area as stipulated in Paragraph D.3 below;

Consistent with commonly applied practice, the amendment in paragraph 3 codifies that the Director may expand the notification area beyond 300 feet based on the context of the subject property to ensure that as many nearby property owners as possible are informed of the proposed development. For example, this is important in areas of the City where parcels are large.

D. Neighborhood Meeting Notification

3. Notify by first-class mail all property owners of record within 300 feet of the subject property. Notification within a larger area may be required when ~~unless~~ the General Plan or other applicable adopted City policy (See Section 10-20.30.070 (Additional Requirements for Citizen Outreach) for example) stipulates ~~requires~~ notification within a larger area. The Director may also expand the notification area based on the location and context of the subject property if it is determined that the potential impact of the development extends beyond the required notification boundary;

4. Notify by first-class mail to the situs or actual address of all tenants and residents living on the subject property;

54. Notify by first-class mail all Homeowners Associations (HOAs) that govern land within 1,000 feet of the subject property as well as all persons or groups whose names are on the Registry of Persons and Groups described in Section 10-20.30.080.B who are interested in receiving such notice. If it is determined that the potential impact of the development extends beyond the required notification boundary, the Director may expand the notification area; and

Consistent with commonly applied practice, the amendment in paragraph 3 codifies that the Director may expand the notification area beyond 300 feet based on the context of the subject property to ensure that as many nearby property owners as possible are informed of the proposed development. For example, this is important in areas of the City where parcels are large.

(P&Z): The amendment in paragraph 4 is in response to public comment provided at the June 10th public hearing. It ensures that any person living on the subject property as a tenant is also informed of the neighborhood meeting and any development plans that may affect them.

E. City Staff Involvement

City staff may attend the neighborhood meetings. The role of City staff ...

F. **Record of Proceedings**

The applicant shall create a written summary of the meetings, which shall be submitted filed with the Director with the next formal submission to the Director. This written summary will be attached to the director's report to the Planning and Zoning Commission and City Council. At a minimum, the report shall include the following information:

4. The applicant shall also send a copy of written summary to all the people who recorded their names on the sign-in sheet for the meeting.

This amendment requires the applicant to also send a copy of the written summary to all meeting attendees who signed-in so that they can be informed of how the applicant recorded their comments and concerns.

G. **Request to Waive the Second or Additional Neighborhood Meetings**

An applicant may submit a written request to the~~The~~ Director to waive the requirement for the second or ~~may require that any one or more~~ additional neighborhood meetings if either no substantive issues were identified by the meeting participants, including but not limited to, density, compatibility, traffic or stormwater issues, or there was minimal participation at the initial neighborhood meeting as documented in the record of proceedings described in Subsection F. ~~be held~~. If the application is substantially modified from what was presented at the initial neighborhood meeting, the Director shall~~may~~ require ~~that~~ a second or additional neighborhood meetings in compliance with this Section be held to present the modified application.

This amendment allows the applicant to waive the requirement for the second neighborhood meeting provided there were no substantive issues raised by the meeting participants or there was minimal public participation (recommendation from the P&Z Commission) in the initial meeting.

10-20.30.070 Additional Requirements for Citizen Outreach

- Page 20.30-8

A. **Applicability**

This Section shall apply, in addition to those requirements established in Section 10-20.30.060 (Neighborhood Meeting), to the following developments for which a Zoning Map or General Plan amendment is required:

1. New single-family or multi-family residential developments that exceed 300 units; or
2. New commercial, industrial, and public facility developments that exceed 20 acres or 100,000 square feet of gross floor area.

This amendment is necessary to ensure that industrial and public facility developments are also included in the additional requirements for citizen outreach.

10-20.30.080 Notice of Public Hearings

- Page 20.30-11

A. **Notice Requirements**

3. **Manner of Notification**

Notices of required public hearing shall be sent by first-class mail to the following persons:

- b. Each real property owner (if different from the applicant) as shown on the last assessment of the property of any land which is located within 300 feet of the property subject to the application for which the public hearing is required. The Director may expand the notification area based on the location and context of the subject property if it is determined that the potential impact of the development extends beyond the required notification boundary.
- c. The situs or actual address of all tenants and residents living on the subject property.
- d. All local government agencies which have reviewed and commented on the proposed development or Zoning Map amendment or which about the subject property.

Consistent with commonly applied practice, the amendment in Paragraph 3.b. codifies that the Director may expand the notification area beyond 300 feet based on the context of the subject property to ensure that as many nearby property owners as possible are informed of the proposed development. For example, this is important in areas of the City where parcels are large. The amendment in Paragraph 3.c. ensures that tenants and residents on the subject property are informed of the public hearing through their situs address (i.e. the actual address of the property established by the County Assessor's Office).

5. **Responsibility for Providing Notice**

- a. The ~~Director~~City shall be responsible for placing the public hearing notices required by this Section in a newspaper of general circulation within the City.
- b. The ~~applicant~~ City shall post the notice(s), as required by this Section on the subject property. ~~and the applicant is~~ shall be required to maintain the posting and remove the sign within seven days after the public hearing and final action. Failure to remove the sign may~~shall~~ result in the City removing the sign and ~~a charge to~~ charging to the applicant for costs incurred. The applicant shall submit a notarized Affidavit of Posting and photographs of the signs posted on the subject property to the Director no less than 15 days prior to the public hearing date.
- c. If notice is required to be provided by mail, the applicant ~~is~~ shall be responsible for ~~providing the City with~~ establishing a list of names and addresses of property owners in compliance with the requirements of Section 10-20.30.060.D.3 and 4 within 300 feet of the subject property, as well as the names and situs addresses of all tenants and residents living on the subject property, in compliance with this Section. The applicant ~~In addition, the applicant~~ shall mail a public hearing notice to each of the provide a stamped, pre-addressed No. 10 envelope (approximately 4 1/4" x 9 1/2") for each property owners on the list referenced above no later than 15 days prior to the public hearing date. ~~A notarized copy~~

of the mailing list shall be submitted to the Director prior to or on the fifteenth day prior to the public hearing date.

- ~~e.d.~~ Failure to provide the documentation described in Subparagraphs b. and c. above will result in continuance of the case to the next available public hearing date. ~~a complete list or the associated envelopes shall constitute an incomplete application and will delay the public hearing. The City shall be responsible for mailing the required notices.~~

These suggested amendments place the responsibility on the applicant for posting a subject property and sending notices to surrounding property owners. This approach has been implemented by the City of Buckeye for some years now and other Valley cities. By so doing there is less exposure and risk to staff, and will save staff time when processing the application. Note that staff will continue to be responsible for writing the legal notice to be published in the newspaper. Staff will provide a copy of this legal notice to the applicant to be mailed to surrounding property owners as required in Paragraph c. If this amendment is adopted, the City's application forms will be updated to provide useful information to an applicant, including for example, how to develop the list of property owners and how best to install the signs on the property. The amendment also ensures that any persons residing on the subject property are also informed of the upcoming public hearing.

(P&Z) At the June 10th public hearing it was suggested that consideration should be given to also providing notice via prevailing technological means, such as the use of QR Codes, Facebook, the city's webpage, etc. Staff agrees, and suggests that instead of incorporating this idea into the Zoning Code, staff's processes and procedures will be updated to include this information. One consideration with the amendment proposed above that requires an applicant to mail the legal notices and post the property is that the fee schedule should be revised as these costs are already assumed in the current fee schedule. When the Council reviews proposed changes to the fee schedule in the coming months, this issue will be discussed at that time.

10-20.30.100 Final Decisions

- Page 20.30-13

B. Notice of Decision

When a final decision is made by Notice of Decision, the decision made and the findings that were the basis for the decision shall be ~~described~~ documented in writing and sent via first class mail. ~~The Director shall mail the Notice of Decision~~ to the applicant at the mailing address stated in the application, and to any other person or entity requesting such notification in writing.

Paragraph B (Notice of Decision) requires that when a final decision is made by Notice of Decision, the Director must mail the Notice of Decision to the applicant. This amendment clarifies that the Notice of Decision must be sent via first class mail to the applicant and is in response to public comments at the June 10th public hearing (P&Z). In addition, to sending the Notice of Decision via first class mail, the notice may also be provided to the applicant via e-mail or other means.

10-20.30.110 Effect of Denials

- Page 20.30-13

A new application concerning property for which a previous application has been denied (i.e. it may be the same as the previous application or it may be a different proposal) may only be considered when:

- A. The application does not involve the same request for Conditional Use Permit, Variance, Zone Change, Annexation, or General Plan amendment, or allege the same misinterpretation or hardships as the previous application;
- B. The subsequent application involves a development proposal which is, in the opinion of the Director, materially different from prior proposals, ~~in the opinion of the Director~~; or is responsive, ~~in the opinion of the Director~~, to negative findings set forth in the denial of the prior application;
- C. A substantial change in the use of adjacent property has occurred since the previous application was denied; or
- D. A period of not less than one year has passed since the previous application was denied and all appeals provided by the City have been exhausted.

This amendment is necessary because the list of applicable development applications in Paragraph A is incomplete.

Division 10-20.40: Permits and Approvals

10-20.40.010 Purpose

- Page 20.40-1

B. Review and Approval

The Director, in compliance with the Review Schedule on file with the Planning Section, shall review the permit application and supporting documentation for compliance with the standards provided in this Zoning Code, and shall determine whether the permit may be issued or if the applicant must supply additional information to complete the permit application ~~in compliance with the Review Schedule on file with the Planning Section~~. If the permit application is denied, the reason shall be stated in writing.

10-20.40.030 Building Permits and Certificates of Occupancy

- Page 20.40-3

D. Conditional Certificate of Occupancy

1. A Conditional Certificate of Occupancy may be issued by the Director provided that:

a1. The applicant demonstrates that the incomplete components of the building and site (such as landscaping or private or public infrastructure) will not affect the public health, safety and general welfare;

b2. The applicant demonstrates that completion is impractical at the time the Certificate of Occupancy is sought due to weather or other conditions as requested ~~determined~~ by the applicant and as approved by the Director; ~~and~~

c3. The applicant secures the completion of the construction with appropriate assurances in a form acceptable to the Director and the City Attorney, and in an amount sufficient to complete the construction, as determined by the applicant and as approved by the Director.

42. Requests for Conditional Certificates of Occupancy shall contain:

(P&Z) This essentially clerical amendment corrects the numbering convention for this Subsection, and as all three of the requirements for a Conditional Certificate of Occupancy must be satisfied before it is issued, the incorrect "or" is replaced with "and". The P&Z Commission recommended the clarifying amendment in paragraph b.

10-20.40.050 Conditional Use Permits

- Page 20.40-7

C. Application Requirements

1. Pre-application Review

2. Application Requirements

An application for a Conditional Use Permit shall be submitted on a form prescribed by the City in compliance with Section 10-20.30.020 (Application Process), together with the information and materials requested in the application checklist and the required fee established in Appendix 2 (Planning Fee Schedule).

32. Responsibility

This amendment provides a cross-reference to Application Process Section of the Zoning Code. All following paragraphs will be renumbered without any other text changes.

D. Public Hearings and Procedures

The Planning Commission shall hold a public hearing on the application for a Conditional Use Permit and shall, at the conclusion of the public hearing, approve, with or without conditions, or deny the application in compliance with the requirements for conditional uses and other applicable requirements of this Zoning Code. The public hearing shall be noticed in compliance with Section 10-20.30.080 (Notice of Public Hearings).

This minor amendment provides a cross-reference to the notice of public hearings Section of the Zoning Code.

- Page 20.40-9

H. Time Limits and Permit Implementation

1. A Conditional Use Permit ~~will~~shall become null and void one year after the effective date unless one of the following has occurred:

a. A grading permit or building permit has been issued and construction commenced ~~begun~~ and diligently pursued;

b. The approved use has been established; or

c. An extension has been granted by the Planning Commission. Such extension shall ...

A grading permit has been included in subparagraph a. because some conditional uses may require approval of a grading permit before the building permit is issued. Also, this subparagraph has been amended to reflect current practice.

Note that the term “to completion” that was added at the end of subparagraph a. has been removed as it is not needed and was causing confusion.

10-20.40.060 Development Agreements

- Page 20.40-12

C. Consideration and Decision

1. Staff Responsibilities

a. The Director in consultation with the City Attorney shall direct the negotiations with the applicant regarding terms of the development agreement.

~~a.~~b. At such time as impact analyses are accepted by the City Engineer or Utilities Director, negotiations with the applicant regarding the terms of the development agreement may commence. An applicant shall provide a list of conditions, requirements, and stipulations to be included in a development agreement.

~~b.~~c. Once negotiations are completed, the Director shall schedule the proposed development agreement for approval by the Council in compliance with this Division.

This amendment resolves a gap in the current Zoning Code by clearly stating at what stage of the project’s review the terms of the development agreement may be negotiated.

10-20.40.070 Home Occupation Permits

- Page 20.40-14

B. Review and Final Decision

1. The Director shall review the Home Occupation Permit application and supporting documentation required by Section 10-20.30.020 (Application Process) for compliance with the requirements of the Zoning Code.

This amendment provides a cross-reference to Application Process Section of the Zoning Code.

2. The Director, in compliance with the Review Schedule on file with the Planning Section, shall determine whether the Home Occupation Permit can be issued or if additional information is required from the applicant to complete the application ~~in compliance with the Review Schedule on file with the Planning Section~~. If the Home Occupation Permit application is denied, the reason shall be stated in writing.

10-20.40.080 Minor Improvement Permits

- Page 20.40-15

B. Review and Final Decision

1. The Director shall review the Minor Improvement Permit application and supporting documentation required by Section 10-20.30.020 (Application Process) for compliance with the requirements of the Zoning Code.

This amendment provides a cross-reference to Application Process Section of the Zoning Code.

2. The Director, in compliance with the Review Schedule on file with the Planning Section, shall determine whether the Minor Improvement Permit can be issued or if additional information is required from the applicant to complete the application ~~in compliance with the Review Schedule on file with the Planning Section~~. If the application is denied, the reason shall be stated in writing.

10-20.40.090 Minor Modifications to Development Standards

- Page 20.40-15

B. Applicability

~~1. The Director or Zoning Code Administrator may approve a Minor Modification for only those items specified in Table A (Types of Minor Modifications Allowed), and only after first making the findings specified in Subsection D.3, below.~~

~~2. In addition, the Director may approve Minor Modifications to site plans associated with Zoning Map amendments provided that the modifications will not cause any of the following circumstances to occur:~~

- ~~a. A change in the character of the development;~~
- ~~b. A significant increase in impacts on utility infrastructure, as well as traffic on roadways adjacent or external to the development;~~
- ~~c. A change in the external impacts on adjacent property; and~~
- ~~d. A reduction in the originally approved setbacks from property lines, or modification of structure height.~~

In order to ensure consistency of interpretation and ease of record keeping the Zoning Code Administrator should be the only staff person approving Minor Modifications. As described below, the Planning Director will retain the authority to approve minor modifications to site plans.

This Subsection regarding modifications to site plans was incorrectly placed in Section 10-20.40.090 (Minor Modifications to Development Standards) and instead should be inserted into Section 10-20.40.140 (Site Plan Review and Approval).

Table 10-20.40.090.A: Types of Minor Modifications Allowed

- Page 20.40-16

Types of Minor Modifications Allowed	Maximum Modification
16. To encourage the development of housing units for disabled persons with limited mobility, the Director may allow a reasonable deviation from the prescribed standards of Chapter 10-40 (Specific to Zones) where necessary to install features that facilitate access and mobility of disabled persons <u>may be allowed</u> .	Determined on a case-by-case basis

This minor amendment is suggested to ensure consistency with the preceding amendment in which the Zoning Code Administrator will be responsible for the review of all minor modifications to development standards.

- Page 20.40-17
Insert as new rows in this table:

Types of Minor Modifications Allowed	Maximum Modification
22. To encourage the preservation of existing healthy trees located more than 25 feet from a building foundation (Section 10-50.60.050.A.1)	100%
23. To encourage the use of passive solar designs and other sustainable practices, a reasonable deviation from the prescribed standards of Chapter 10-40 (Specific to Zones) where necessary to promote energy conservation may be allowed.	Determined on a case-by-case basis
24. A modification of Section 10-40.60.160 (Drive-through Retail). Subsections C.1 through C.5 only, to provide flexibility in the application of these standards when unique site circumstances exist.	Determined on a case-by-case basis
25. A modification of Subsection 10-50.20.030.B.7 (Windows) to allow the use of alternative window design and placement when warranted by unusual site circumstances and the development's context.	Determined on a case-by-case basis
26. A modification of Table 10-40.60.250.A (Site Layout and Development Design Standards). Factors to be considered include: the width and character of the street; if the site is located within a floodplain; if site conditions such as changes in topography make providing pedestrian accessibility difficult; if there is vacant property or existing non-commercial uses on the opposite side of the street; or if the mixed-use development is proposed on a through lot between two primary streets and commercial uses are only appropriate on one such primary street.	Determined on a case-by-case basis

These amendments provide flexibility to a developer to address circumstances where it may not be possible to meet the standard to allow credits for existing healthy trees, promote energy conservation, provide flexibility for drive-through retail facilities, and allow for alternative window placement and design solutions (P&Z).

(P&Z) – June 10th public hearing: The standard for required commercial space on the ground floor of a mixed use building has been added to this Section so that it may be modified subject to specified criteria.

NOTE – rearrange this table so that the standards listed within it are listed in the order they are found in the Zoning Code.

- Page 20.40-17

C. **Decision by the ~~Director or~~ Zoning Code Administrator**

The ~~Director or~~ Zoning Code Administrator may approve Minor Modifications in compliance with Subsection B above, or may ~~defer making a decision and instead~~ refer the application to the Board of Adjustment for review and final decision, in compliance with this Section.

Consistent with the amendment proposed in Subsection B. (Applicability) above, in order to ensure consistency of interpretation and ease of record keeping the Zoning Code Administrator should be the only staff person approving minor modifications to development standards.

Ensure that this same change is also completed in Subsection D. (Review and Final Decision) in paragraphs 1, 2, 3, and 5.

D. **Review and Final Decision**

- The ~~Director or~~ Zoning Code Administrator in compliance with Subsection B above shall review the application for a Minor Modification [and supporting](#)

[documentation required by Section 10-20.30.020 \(Application Process\)](#) for compliance with the requirements of this Zoning Code. A public hearing shall not be required for the decision on a Minor Modification.

This amendment provides a cross-reference to the Application Process Section of the Zoning Code.

10-20.40.100 Outdoor Lighting Permits

- Page 20.40-19

B. Review and Final Decisions

The Director shall [review the application](#) ~~determine whether the for an~~ Outdoor Lighting Permit [and supporting documentation required by Section 10-20.30.020 \(Application Process\) for compliance with the requirements of this Zoning Code. The Director, in compliance with the Review Schedule on file with the Planning Section, shall determine whether the Outdoor Lighting Permit](#) may be issued or if additional information is required from the applicant ~~to complete the permit application in compliance with the Review Schedule on file with the Planning Section.~~ If the Outdoor Lighting Permit application is denied, the reason shall be stated in writing.

This amendment provides a cross-reference to the Application Process Section of the Zoning Code and ensures consistency with similar text throughout this Chapter.

10-20.40.110 Parking Lot Maintenance Permits

- Page 20.40-20

C. Review and Final Decision

1. The Director, [in compliance with the Review Schedule on file with the Planning Section,](#) shall review the Parking Lot Maintenance Permit application and supporting documentation [required by Section 10-20.30.020 \(Application Process\)](#) for compliance with the requirements of this Zoning Code. To the maximum extent feasible, existing nonconforming parking areas constructed prior to the effective date of this Zoning Code should be restriped consistent with the applicable provisions of Division 10-50.80 (Parking Standards).

This amendment provides a cross-reference to the Application Process Section of the Zoning Code and ensures consistency with similar text throughout this Chapter.

10-20.40.120 Sign Permits – Permanent Signs

- Page 20.40-21

D. Review and Approval

1. Review

The Director shall review the Sign Permit application and supporting documentation [required by Section 10-20.30.020 \(Application Process\)](#) for compliance with the standards of Division 10-50.100 (Sign Standards).

This amendment provides a cross-reference to the Application Process Section of the Zoning Code and ensures consistency with similar text throughout this Chapter.

2. Determination

The Director, [in compliance with the Review Schedule on file with the](#)

[Planning Section](#), shall determine whether the Sign Permit may be issued or if additional information is required from the applicant to complete the permit application ~~in compliance with the Review Schedule on file with the Planning Section~~. If the Sign Permit application is denied, the reason shall be stated in writing.

10-20.40.130 Sign Permits – Temporary Signs

- Page 20.40-24

D. Review and Approval

2. Review

The Director shall review the Temporary Sign Permit application and supporting documentation [required by Section 10-20.30.020 \(Application Process\)](#) for compliance with the standards of Section 10-50.100.070 (Temporary Signs).

This amendment provides a cross-reference to the Application Process Section of the Zoning Code and ensures consistency with similar text throughout this Chapter.

3. Determination

The Director, [in compliance with the Review Schedule on file with the Planning Section](#), shall determine whether the Temporary Sign Permit may be issued or if additional information is required from the applicant to complete the permit application ~~in compliance with the Review Schedule on file with the Planning Section~~. If the Temporary Sign Permit application is denied, the reason shall be stated in writing.

10-20.40.140 Site Plan Review and Approval

- Page 20.40-25

B. Applicability

1. Site Plan Review

Site Plan Review and Approval shall be required for all authorized uses, changes of use and approved conditional uses ~~as determined by the Director~~ in any Zone, except for the following;

- a. Detached single-family dwellings (up to two on one lot [or parcel](#), where permitted by the Zone, [including a proposed single-family residence located on a parcel that is not part of a platted subdivision](#)), [duplexes](#), and related accessory uses and buildings in approved subdivisions;
- b. Interior tenant alterations or improvements which do not affect parking requirements or exterior building appearance;
- c. Nonstructural remodeling of a building facade treatment; and
- d. Sign permits for properties not otherwise subject to site plan review.

(P&Z) This amendment clarifies that site plan review and approval is not needed for either a single-family home located on a parcel that is not part of a platted subdivision or a duplex (added by the P&Z Commission).

- Page 20.40-25

C. **Application for Site Plan Review**

1. **Application Requirements**

An application for a Site Plan Review shall be submitted on a form prescribed by the City in compliance with Section 10-20.30.020 (Application Process), together with the information and materials requested in the Site Plan Review application checklist and the required fee established in Appendix 2 (Planning Fee Schedule).

Paragraph 1., Application Requirements, is commonly included in the Zoning Code but was inadvertently omitted from the first version of the Code. All following paragraphs will be renumbered without any other text changes.

12. Standards of Review

- Page 20.40-26

23. Application Review

a. **Receipt of Application**

(1) Upon receipt of an application for Site Plan Review, the Director in compliance with the Review Schedule on file with the Planning Section shall refer it ~~the Site Plan Review application~~ to any affected departments or agencies, which shall determine whether the application complies with pertinent City standards and regulations.

~~(1)~~(2) The review and administrative approval of charter schools shall be conducted on an expedited basis in compliance with A.R.S. § 15-189.01 to allow for a public hearing or appeal to the Board of Adjustment (See Division 10-20.80 (Procedures for Appeals)).

This amendment is required to ensure that the requirements of A.R.S. § 15-189.01 are included in the Zoning Code to allow for expedited review for charter schools.

b. Minor Modifications to Site Plans Associated with Zoning Map Amendments

The Director may approve Minor Modifications to site plans associated with Zoning Map amendments provided that the modifications will not cause any of the following to occur:

- (1) A change in the character of the development;
- (2) A significant increase in impacts on utility infrastructure or traffic on roadways adjacent or external to the development;
- (3) A change in the external impacts on adjacent property; or
- (4) A reduction in the originally approved setbacks from property lines or modification of structure height.

This Subsection regarding modifications to site plans was incorrectly placed in Section 10-20.40.090 (Minor Modifications to Development Standards) and has been moved into Section 10-20.40.140 (Site Plan Review and Approval) where it is more logically placed. All following paragraphs will be renumbered without any other text changes.

10-20.40.150 Temporary Use Permits

- Page 20.40-29

B. Review and Final Decision

1. The Director shall review the Temporary Use Permit application and supporting documentation required by Section 10-20.30.020 (Application Process) for compliance with the requirements of Section 10-20.40.150 (Temporary Use Permits).
2. The Director, in compliance with the Review Schedule on file with the Planning Section, shall determine whether the Temporary Use Permit can be issued or if additional information is required from the applicant to complete the application. If the application is denied, the reason shall be stated in writing.

This amendment provides a cross-reference to the Application Process Section of the Zoning Code and ensures consistency with similar text throughout this Chapter. Renumber all following Subsections.

- Page 20.40-29

BC. Time Limits

1. Unless otherwise provided for in Subsection ED below, a Temporary Use Permit shall be valid for up to 180 days in any given calendar year.
2. The same temporary use may only be established at a maximum of three different locations, each for a maximum of 180 days in any given calendar year (~~i.e. a total of 18 months maximum~~).

This amendment clarifies that the 180 day time frame is counted within a calendar year.

- Page 20.40.30

ED.3 Food Vendors

- a. The food vendor shall provide written authorization from the private property owner(s) or property management company(s) representing the property owner(s) to utilize the property on which they intend to locate. No food vendor shall be permitted to operate on more than five~~three~~ properties within a calendar year.

Staff recommends that the number of locations where mobile food vendors may be located should be increased to five consistent with the way a number of these vendors operate. This will allow them to cover more of the City in approved locations, provide additional options for food service, and hopefully increase their sales.

- c. The location of the vendor's equipment, structures and display(s) shall be a minimum of 10 feet inside the ~~private~~ property line and shall conform to an approved site drawing.

The word "private" may be removed from this sentence as it is unnecessary.

- h. Temporary food vendors that operate within the City for a total of 60 days or less per calendar year at a single or multiple locations may continue to use the same location(s) for subsequent calendar years.
- i. Temporary food vendors whose business is ~~seasonal (i.e. limited to a maximum of nine months per calendar year)~~ that operate within the City for more than 61 days per calendar year at a single or multiple locations shall be limited to two consecutive years at the same location(s). A one-time extension of the Temporary Use Permit may be granted for a maximum of one additional year. When issuing a renewal of a Temporary Use Permit, the Director shall ensure that the following conditions are satisfied:

The word "seasonal" can be removed from this sentence as it is unneeded and has caused confusion.

- Page 20.40-32

- DE4 **Merchandise and Service Vendors**

- c. The location of the vendor's equipment, structures and display(s) shall be a minimum of 10 feet inside the ~~private~~ property line and shall conform to an approved site drawing.

The word "private" may be removed from this sentence as it is unnecessary.

- Page 20.40-35

- DE. **Allowed Temporary Uses**

- 13. Temporary Occupancy of a Recreational Vehicle

- In any residential zone with a lot or parcel area of at least 0.5 acre, a recreational vehicle may be used as a temporary residence while a new single-family home is under construction subject to the following conditions:

- a. Only the property owner may live in a recreational vehicle while the new residence is under construction. As soon as construction has been concluded (i.e. a Certificate of Occupancy has been issued), the recreational vehicle must be vacated and the owners must move into the completed residence;

- b. The construction of the residence must be diligently pursued to completion, i.e. the residence must be constructed within the typical time frame for constructing such a building. If the residence is not completed within a reasonable period of time the Temporary Use Permit allowing temporary residence may be terminated by the Zoning Code Administrator.

143. Similar Temporary Activities

The Director may authorize other temporary activities that are similar to ~~the other~~ activities listed in this Subsection and that are compatible with the applicable zone and surrounding land uses.

City staff has frequently been asked whether an RV may be occupied while a residence is under construction. Two sections of the Zoning Code support a decision to allow this temporary use subject to approval of a Temporary Use Permit – 10-20.40.150.A (Purpose) and 10-20.40.150.C.13 (Similar Temporary Activities). This amendment further addresses and clarifies this issue.

10-20.40.160 Zoning Verification

- Page 20.40-36

A. Purpose

Zoning Verification Letters may be requested from the Director by a property owner or a representative for a property owner who is seeking verification of the zoning status for a property. Other associated information may also be requested and provided, if available, such as any development approvals granted by the City, existing nonconformities or violations.

B. Process for Review

Upon receipt of a complete zoning verification request, the Director in compliance with the Review Schedule on file with the Planning Section, shall:

Division 10-20.50: Amendments to the Zoning Code Text and the Zoning Map

10-20.50.040 Procedures

- Page 20.50-2

B. Citizen Review

All applications to amend the text of this Zoning Code or the Zoning Map shall include a process for ~~be subject to a citizen participation review process. The Director may establish additional procedures for the citizen review process. The eCitizen participation review process~~ shall, at a minimum, consist of a Neighborhood Meeting or a work session of the Planning Commission, as set forth below. The Director may implement additional procedures for citizen participation.

1. Zoning Map Amendments

The applicant shall schedule and conduct a Neighborhood Meeting in compliance with the procedures set forth in Section 10-20.30.060 (Neighborhood Meeting). For requests to designate property as a Landmark, Historic Property or Historic District a public meeting of the Heritage Preservation Commission held prior to any public hearing on the request shall satisfy the requirement for a Neighborhood Meeting.

2. Text Amendments to this Zoning Code

- a. A citizen review session shall be held at ~~the~~ Planning Commission work session that is scheduled for the consideration of any proposed text amendment in compliance with the Review Schedule on file with the Planning Section. A work session of the

~~Heritage Preservation Commission on a request to designate property as a Landmark, Historic Property or Historic District held prior to any public hearing on the request shall satisfy the requirement for a citizen review session.~~ Landowners and other citizens potentially affected by the proposed text amendment ~~will~~shall have an opportunity to comment on the proposed ~~text amendment~~ed text amendment.

This amendment eliminates the term "citizen review process" which has caused some confusion, and instead refers to what is really intended by this phrase, "citizen participation". The confusion between a work session and a public meeting of the Heritage Preservation Commission is also corrected to correctly refer to the requirement for a neighborhood meeting, rather than a citizen review session.

- Page 20.50-4

- C.2.c. **Large Scale Zoning Map Amendments**

These are applications for Zoning Map amendments that meet the following thresholds:

- (1) Include residential developments over 100 units, or all commercial developments over 50,000 sq. ft. or 15 acres, or all industrial and research and development uses over 150,000 sq. ft. or 20 acres; or
- (2) Require a major amendment to the General Plan as defined in Section 11-10.20.020 (Major Plan Amendments and New Elements).

For such applications, the minimum submittal requirements for a concept zoning plan are required, as well as infrastructure analyses as required by the *Engineering Standards*. Compliance with the requirements of Section 10-20.30.070 (Additional Requirements for Citizen Outreach) may also be required depending on the size of the proposed development. In addition a development agreement ~~(See Section 10-20.40.060 (Development Agreements)) is required that~~ defines applicant/City obligations such as offsite infrastructure improvements, affordable housing, or open space is required to be submitted at such time as impact analyses have been accepted by the City Engineer or Utilities Director (See Section 10-20.40.060 (Development Agreements)).

These amendments provide a cross reference to the Additional Requirements for Citizen Outreach and Development Agreement Sections of the Code.

10-20.50.040 Procedures

- Page 20.50-9

- M. **Protest Procedures**

A protest against a proposed amendment may be filed in writing by~~If~~ the owners of 20 percent or more ~~of~~of either;

1. ~~of~~~~The area of the parcel(s) of land included in the proposed zoning map amendment;~~z or

2. The area of those parcel(s) of land immediately adjacent in the rear or any side of the subject property(ies) extending 150 feet from the subject property(ies);⁷ or

3. The area of those parcel(s) of land directly opposite the subject property(ies) extending 150 feet from the street frontage of the opposite parcels of land.~~7. file a protest in writing against a proposed amendment~~

Such protest shall be hand-delivered to the City Clerk by no later than 12:00 noon five business days after the City Council first considers the application at a public hearing.⁷ If a timely protest is filed, the amendment shall not become effective except by a favorable vote of three-fourths of all members of the Council. If any member of the Council is unable to vote on such a question because of a conflict of interest, then the required number of votes for passage of the question shall be three-fourths of the remaining membership of the Council, provided that such required number of votes shall in no event be less than a majority of the full membership of the Council.

Most Arizona cities include language in their Codes that prescribe the time frame within which a protest of a proposed zone change application should be filed with the City. This amendment is, therefore, proposed as the City Clerk agrees that the Flagstaff Zoning Code should have a similar provision.

- Page 20.50-10

- N. **Conditions of Approval**

- 2. Such conditions of approval may include, but are not limited to:

- c. Limitations on the height, setbacks, FAR, or other standards specific to the approved Zone which are more restrictive than the applicable requirements of Division 10-40.30 (Non-Transect Zones) or 10-40.40 (Transect Zones);

- h. A stipulation that if the subject property is not located within the Resource Protection Overlay Zone (see Section 10-40.50.030 (Overlay Zones)), then compliance with the resource protection standards established in Division 10-50.90 (Resource Protection Standards) is required.

The amendment in paragraph c. is suggested to also include transect zones. The amendment in subparagraph h. was suggested by the former Planning Director and staff. It allows a condition of approval to be added that would require compliance with Division 10-50.90 (Resource Protection Standards) when a zone change is requested in areas of the City that are not subject to the Resource Protection Overlay Zone.

Division 10-20.60: Nonconforming Provisions

10-20.60.010 Purpose

- Page 20.60-1

A. Purpose

This Division provides regulations for nonconforming land uses, structures, parcels, landscaping, manufactured home parks, parking, signs, and outdoor lights that were lawful before the adoption or amendment of this Zoning Code, but which would be prohibited, regulated or restricted differently in compliance with the current regulations.

This minor amendment completes the list of nonconforming issues included within in this Division.

10-20.60.070 Nonconforming Manufactured Home Parks

- Page 20.60-5

- A. Existing manufactured home parks located outside of the MH Zone prior to the effective date of this Zoning Code are considered legal nonconforming uses. All new or replaced manufactured home units placed within legal nonconforming manufactured home parks shall meet the standards ~~of Section 10-40.60.210 (Manufactured Home) and the standards~~ provided in Subsection C below.

The reference to the standards in Section 10-40.60.210 is incorrect as the standards regarding separation between manufactured homes are already established in Subsection C.

- B. A nonconforming manufactured home may be replaced by ~~a travel trailer or a recreational vehicle that has dimensions of eight feet by 32 feet or greater, or~~ a park home permitted in accordance with Building Code requirements.

Staff suggests that it is not appropriate to allow travel trailers or RVs to replace nonconforming manufactured homes.

10-20.60.090 Nonconforming Parcels or Lots

- Page 20.60-7

B. Subdivision of a Nonconforming Parcel or Lot

3. Owners of single, nonconforming lots or parcels, or lots or parcels combined in compliance with Subsection 2 above that are nonconforming, may be granted a Building Permit upon approval by the Director. In granting the approval, the Director may authorize only development that complies with all relevant zoning requirements, except for minimum area requirements for the parcel and its dimensions. ~~The lots or parcels described in Subsection 4 below shall not be eligible for a Building Permit.~~

The last sentence of this paragraph should be deleted as it is unnecessary because Subsection 4 was deleted at the time of the Code's adoption.